

CERTIFICATE OF INCORPORATION
OF
3D SYSTEMS CORPORATION

FIRST: The name of this corporation is 3D Systems Corporation.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of Delaware (the "GCL") as set forth in Title 8 of the GCL.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 65,000,000, consisting of 60,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

Shares of the Preferred Stock of the Corporation may be issued from time to time in one or more classes or series thereof, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series thereof of Preferred Stock shall have such voting powers, full (including multiple votes per share) or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware.

FIFTH: Except and to the extent designated with respect to the Preferred Stock, all rights to vote and all voting power shall be vested in the Common Stock and the holders thereof shall be entitled at all elections of directors to one (1) vote per share. Special meetings of the stockholders of the Corporation for any purpose or purposes may be called only by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President of the Corporation.

SIXTH: The directors of the Corporation shall be divided into three classes, designated Class I, Class II and Class III. The term of the initial Class I directors shall terminate on the date of the 1994 annual meeting of stockholders; the term of the initial Class II directors shall terminate on the date of the 1995 annual meeting of stockholders; and the term

of the initial Class III directors shall terminate on the date of the 1996 annual meeting of stockholders. At each annual meeting of stockholders beginning in 1994, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as reasonably possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent directors. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, howsoever resulting, shall be filled according to the terms specified in the Bylaws of the Corporation.

Subject to the rights, if any, of the holders of shares of Preferred Stock then outstanding, any or all of the directors of the Corporation may be removed from office at any time, only for cause in the manner specified in Section 141(k)(1) of the GCL.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series thereof of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation or the resolution or resolutions adopted by the Board of Directors pursuant to the second paragraph of Article FOURTH applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article SIXTH unless expressly provided by such terms.

SEVENTH: Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of the stockholders at an annual or special meeting duly noticed and called, as provided in the Bylaws of the Corporation, and may not be taken by written consent of the stockholders pursuant to the GCL; provided, however, if the Corporation has only one stockholder, then any action required or permitted to be taken at any annual or special meeting of stockholders may be taken by the written consent of such stockholder.

EIGHTH: The officers of the Corporation shall be chosen in such a manner, shall hold their offices for such terms and shall carry out such duties as are determined solely by the Board of Directors, subject to the right of the Board of Directors to remove any officer or officers at any time with or without cause.

NINTH: The Corporation shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that she or he, her or his testator or intestate, is or was a director, officer,

employee or agent of the Corporation or by reason of the fact that any person is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or enterprise. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this paragraph of Article NINTH shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this paragraph of Article NINTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

In furtherance and not in limitation of the powers conferred by statute:

(i) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of law; and

(ii) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the sole authority to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote, but in addition

to any vote of the holders of any class or series thereof of the stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 66 2/3 percent of the combined voting power of the outstanding shares of stock of all classes and series thereof of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with (i) the second sentence of Article FIFTH, (ii) Article SIXTH, (iii) the second paragraph of Article SEVENTH, (iv) Article TENTH or (v) this Article ELEVENTH.

TWELFTH: The name and mailing address for the Incorporator of the Corporation is as follows: Stacy Lyn Faierman, 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902.

IN WITNESS WHEREOF, the undersigned has executed the Certificate of Incorporation this 14th day of May, 1993.


Stacy Lyn Faierman
Incorporator

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
3D SYSTEMS CORPORATION
(a Delaware corporation)**

The undersigned, Charles W. Hull and Gordon L. Almquist, pursuant to Section 103 of the General Corporation Law of the State of Delaware (the "GCL"), do hereby certify that:

1. That they are the President and Secretary, respectively, of 3D Systems Corporation (the "Corporation").
2. That the Board of Directors of the Corporation, pursuant to Section 133 of the GCL, have adopted the following resolutions:

"NOW, THEREFORE, BE IT RESOLVED, that the location of the Registered Office of this Corporation within the State of Delaware be, and the same hereby is:

**32 Loockermann Square, Suite L-100,
City of Dover, County of Kent, Delaware 19901.**

And the name of the Registered Agent therein and in charge thereof upon whom process against the Corporation may be served is:

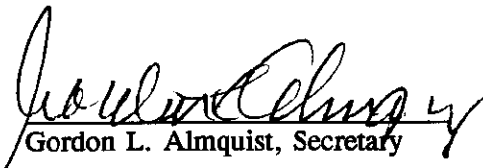
The Prentice Hall Corporation System, Inc.

RESOLVED FURTHER, that the officers of the Corporation be, and each hereby is, authorized, directed and empowered to execute and deliver all documents, agreements and other papers and to take such action as they may deem necessary or advisable in order to carry out and perform the purposes of these resolutions."

3. That the foregoing is a true and correct copy of the resolutions of the Board of Directors of the Corporation adopted by an Action By Unanimous Written Consent pursuant to Section 141 of the General Corporation Law of the State of Delaware.



Charles W. Hull, President




Gordon L. Almquist, Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Valencia, California, on this 22 day of October, A.D. 1993.



Charles W. Hull, President



Gordon L. Almquist, Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of 3D Systems Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of 3D Systems Corporation, declaring such amendment to be advisable and authorizing the submission of such amendment to the stockholders of 3D Systems Corporation for approval at the 1995 Annual Meeting of Stockholders. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Board determines that it is advisable to reverse split (the "Reverse Split") the common stock, par value \$0.001, of the Corporation on a one-for-three basis and in connection with effecting the Reverse Split, to amend the Certificate of Incorporation of the Corporation to decrease the number of shares of authorized Common Stock from 60,000,000 shares to 25,000,000 shares;

RESOLVED FURTHER, that Article Fourth of the Certificate of Incorporation of the Corporation is hereby amended in its entirety, effective at the close of business on May 23, 1995, to read as follows:

***FOURTH:** The aggregate number of shares which the Corporation has authority to issue is 30,000,000, consisting of 25,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

Shares of the Preferred Stock of the Corporation may be issued from time to time in one or more classes or series thereof, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series thereof of Preferred Stock shall have such voting powers, full

(including multiple votes per share) or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware.

Upon amendment of this Article Fourth, each issued and outstanding share of Common Stock, par value \$0.001 per share, is reconstituted and converted into $\frac{1}{4}$ rd of a share of Common Stock, par value \$0.001 per share."

RESOLVED FURTHER, that no fractional shares shall be issued as a result of the Reverse Split; pursuant to Section 155 of the Delaware General Corporation Law, this Corporation shall pay in cash the value of a fractional share, which shall be determined based upon the average closing price of the Common Stock on the Nasdaq National Market over the period of 10 business days ending on the third business day prior to the effective date of the Reverse Split (and thus, if such average price is \$4 per share, and as a result of the Reverse Split a holder's fraction is $\frac{1}{4}$ rd of a share of Common Stock, the holder would be entitled to receive cash equal to \$4).

SECOND: That thereafter, pursuant to resolution of the Board of Directors of 3D Systems Corporation, the Annual Meeting of Stockholders of 3D Systems Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, 3D Systems Corporation has caused this certificate to be signed by Arthur B. Sims, its Chairman of the Board and Chief Executive Officer, and Gordon L. Almquist, its Secretary, this 23 day of May 1995.

BY: Arthur B. Sims
Arthur B. Sims
Chairman of the Board and
Chief Executive Officer

ATTEST: Gordon L. Almquist
Gordon L. Almquist
Secretary

**CERTIFICATE OF DESIGNATION OF
RIGHTS, PREFERENCES AND PRIVILEGES OF
SERIES A PREFERRED STOCK
OF
3D SYSTEMS CORPORATION**

Pursuant to Section 151 of the Delaware General Corporation
law

The undersigned hereby certifies that the following resolution
has been adopted by the Board of Directors of 3D Systems
Corporation, a Delaware corporation (the "Corporation") as required
by Section 151 of the Delaware General Corporation Law at a meeting
duly called and held on December 1, 1995;

RESOLVED, that pursuant to the authority
granted to and vested in the Board of
Directors of the Corporation (hereinafter
called the "Board of Directors") in accordance
with the provisions of the Certificate of
Incorporation, as amended, of the Corporation,
the Board of Directors hereby creates a new
series of the previously authorized Preferred
Stock, par value \$0.001 per share (the
"Preferred Stock") of the Corporation, and
hereby states the designation and number of
shares, and fixes the, relative rights,
preferences and limitations thereof (in
addition to any provision set forth in the
Restated Certificate of Incorporation of the
Corporation which are applicable to the
Preferred Stock of all classes and series) as
follows:

Series A Preferred Stock:

Section 1. Designation and Amount. The shares of such
series shall be designated as "Series A Preferred Stock" (the
"Series A Preferred Stock") and the number of shares constituting
the Series A Preferred Stock shall be 1,000,000 shares of Series A
Preferred Stock and shall have a par value of \$0.001 per share.
Such number of shares may be increased or decreased by resolution
of the Board of Directors; provided, that no decrease shall reduce
the number of shares of Series A Preferred Stock to a number less
than the number of shares then outstanding plus the number of
shares reserved for issuance upon the exercise of outstanding
options, rights or warrants or upon the conversion of any

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outstanding securities issued by the Corporation convertible into Series A Preferred Stock.

Section 2. Dividends and Distributions

(a) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, par value \$0.001 per share (the "Common Stock"), of the Corporation, and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, (i) cash dividends in an amount per whole share (rounded to the nearest cent) equal to the Formula Number (as defined below) then in effect times the aggregate per share amount of all cash dividends declared or paid on the Common Stock, and (ii) a preferential cash dividend (a "Preferential Dividend"), if any, on the first day of January, April, July and October, in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to \$1.00 per share of Series A Preferred Stock less the per share amount of all cash dividends declared on the Series A Preferred Stock pursuant to clause (i) of this sentence since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. In addition, if the Corporation shall pay any dividend or make any distribution on the Common Stock payable in assets, securities or other forms of noncash consideration (other than dividends or distributions solely in shares of Common Stock), then, in each such case, the Corporation shall simultaneously pay or make on each whole outstanding share of Series A Preferred Stock, a dividend or distribution in like kind equal to the Formula Number then in effect times such dividend or distribution on each share of the Common Stock. The dividends and distributions on the Series A Preferred Stock to which holders thereof are entitled pursuant to clause (i) of the first sentence of this paragraph and the second sentence of this paragraph are hereinafter referred to as "Participating Dividends." As used herein, the "Formula Number" shall be 100; provided, however, that if at any time after December 20, 1995, the Corporation shall (i) declare or pay any dividend or make any distribution on the Common Stock, payable in shares of Common Stock, (ii) subdivide (by a stock split or otherwise), the outstanding shares of Common Stock into a larger number of shares of Common Stock, or (iii) combine (by a reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares of Common Stock, then

in each such case the Formula Number in effect immediately prior to such event shall be adjusted to a number determined by multiplying the Formula Number then in effect by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event (and rounding the result to the nearest whole number); and provided further, that, if at any time after May 31, 1995, the Corporation shall issue any shares of its capital stock in a merger, reclassification, or change of the outstanding shares of Common Stock, then in each such event the Formula Number shall be appropriately adjusted to reflect such merger, reclassification, or change so that each share of Series A Preferred Stock continues to be the economic equivalent of a Formula Number of shares of Common Stock prior to such merger, reclassification or change.

(b) The Corporation shall declare each Participating Dividend immediately prior to or at the same time it declares any cash or non-cash dividend or distribution on the Common Stock in respect of which a Participating Dividend is required to be paid. No cash or non-cash dividend or distribution on the Common Stock in respect of which a Participating Dividend is required shall be paid or set aside for payment on the Common Stock unless a Participating Dividend in respect of such dividend shall have been paid.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(a) Each holder of Series A Preferred Stock shall be entitled to a number of votes equal to the Formula Number then in effect, for each share of Series A Preferred Stock held of record on each matter on which holders of the Common Stock or stockholders generally are entitled to vote, multiplied by the maximum number of votes per share which any holder of the Common Stock or stockholders generally then have with respect to such matter (assuming any holding period or other requirement to vote a greater number of shares is satisfied).

(b) Except as otherwise provided herein, in any other Certificate of Amendment creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(c) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(a) Whenever Preferential Dividends or Participating Dividends are in arrears or the Corporation shall be in default in payment thereof, thereafter and until all accrued and unpaid Participating Dividends and Preferential Dividends, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid or set aside for payment in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions on or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on the shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior or on a parity (either as to dividends or upon liquidation, dissolution or winding up) to or with the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior or parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Restated Certificate of Incorporation, or in any other Certificate of Amendment or Certificate of Designation creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up. Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, no distribution shall be made (a) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received an amount equal to the accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, plus an amount equal to the greater of (i) \$0.01 per whole share, or (ii) an aggregate amount per share equal to the Formula Number then in effect times

the aggregate amount to be distributed per share to holders of Common Stock, or (b) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, unless simultaneously therewith distributions are made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of Series A Preferred Stock shares are entitled under clause (a)(1) of this sentence and to which the holders of such parity shares are entitled in each case upon such liquidation, dissolution or winding up.

Section 7. Consolidation, Merger, etc. If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share equal to the Formula Number then in effect times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event that both this Section 7 and Section 2 appear to apply to a transaction, this Section 7 shall control.

Section 8. Effective Time of Adjustments.

(a) Adjustments to the Series A Preferred Stock required by the provisions hereof shall be effective as of the time at which the event requiring such adjustments occurs.

(b) The Corporation shall give prompt written notice to each holder of a share of Series A Preferred Stock of the effect on any such shares of any adjustment to the dividend rights or rights upon liquidation, dissolution or winding up of the Corporation required by the provisions hereof. Notwithstanding the foregoing sentence, the failure of the Corporation to give such notice shall not affect the validity of or the force or effect of or the requirement for such adjustment.


Section 9. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

Section 10. Rank. Unless otherwise provided in the Restated Certificate of Incorporation or a Certificate of Designation relating to a subsequent series of Preferred Stock of the Corporation, the Series A Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series of any other class of the Corporation's Preferred Stock.

Section 11. Fractional Shares. The Series A Preferred Stock shall be issuable upon exercise of the Rights issued pursuant to the Rights Agreement in whole shares or in any fraction of a share that is one/one-hundredths (1/100ths) of a share or any integral multiple of such fraction which shall entitle the holder, in proportion to such holder's fractional shares, to receive dividends, exercise voting rights, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock. In lieu of fractional shares, the Corporation, prior to the first issuance of a share or a fraction of a share of Series A Preferred Stock, may elect (1) to make a cash payment as provided in the Rights Agreement for fractions of a share other than one/one-hundredths (1/100ths) of a share or any integral multiple thereof, or (2) to issue depository receipts evidencing such authorized fraction of a share of Series A Preferred Stock pursuant to an appropriate agreement between the Corporation and a depository selected by the Corporation; provided that such agreement shall provide that the holders of such depository receipts shall have the rights, privileges and preferences to which they are entitled as holders of the Series A Preferred Stock.

Section 12. Amendment. The Restated Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting together as a single class.

IN WITNESS WHEREOF, 3D SYSTEMS CORPORATION. has caused
this Certificate to be signed and attested this ___th day of
December, 1995.


Arthur B. Sims,
Chief Executive Officer

Attest:


Gordon L. Almquist

**CERTIFICATE OF DESIGNATIONS
OF THE
SERIES B CONVERTIBLE PREFERRED STOCK
OF
3D SYSTEMS CORPORATION**

**Pursuant to Section 151 of the General Corporation Law
of the State of Delaware**

I, Brian K. Service, Chief Executive Officer of 3D SYSTEMS CORPORATION (the "**Corporation**"), a corporation organized and existing under the laws of the State of Delaware, in accordance with the provisions of Section 151 of the Delaware General Corporation Law ("**DGCL**"), DO HEREBY CERTIFY that at a meeting of the Board of Directors on May 2, 2003, at which meeting a quorum was present, that the following resolution was adopted:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Corporation's Certificate of Incorporation, as amended (the "**Amended Certificate**"), a new series of Preferred Stock of the Corporation be, and hereby is, created, and the powers, designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof, be, and hereby are, as follows:

1. **Designation and Amount.** This resolution shall provide for a single series of convertible preferred stock which shares of such series shall be designated as Series B Convertible Preferred Stock (the "**Series B Preferred Stock**") and the number of shares constituting such series initially shall be 2,670,000, at \$.001 par value per share. The stated value of each share of Series B Preferred Stock is \$6.00 (the "**Series B Issuance Price**"). The date on which shares of Series B Preferred Stock are first issued hereunder is hereinafter referred to as the "**Series B Issuance Date**."

2. **Dividends.** Holders of Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of eight percent (8.00%) of the Series B Issuance Price per share per annum (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares); provided, however, unless, on or prior to the first anniversary of the Series B Issuance Date, a registration statement is declared effective by the Securities and Exchange Commission covering the resale of the securities issued or issuable upon conversion of the Series B Preferred Stock in accordance with the provisions of that certain Securities Purchase Agreement by and among the Corporation and the purchasers identified therein (the "**Agreement**"), then in such event the dividends provided for in this Section 2 shall increase to the rate of ten percent (10.00%) per share per annum commencing on the close of business on the first anniversary of the Series B Issuance Date (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). The holders of Series B Preferred Stock shall be paid in preference to the holders of the Series A Preferred Stock and the Common Stock of the Corporation and to the holders of any other capital

stock of the Corporation that rank junior to the Series B Preferred Stock with respect to the payment of dividends or rights upon liquidation ("**Junior Stock**"). Dividends shall accrue from and including the date of issuance and shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and shall be payable semi-annually, on the sixth month and the twelfth month anniversary of the Series B Issuance Date. Such dividends shall be cumulative to the extent not declared and paid by the Board of Directors. No Dividends shall be paid on the Junior Stock unless or until all accrued and unpaid Dividends shall have first been declared and paid in full with respect to the Series B Preferred Stock.

3. **Liquidation Preference.**

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (each, a "**Liquidation Event**"), before any distribution or payment shall be made to the holders of any Junior Stock, subject to the rights of any series of Preferred Stock that may from time to time come into existence, each holder of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation, (i) an amount in cash per share equal to the sum of the Series B Issuance Price for each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares), and (ii) an amount equal to all accrued or declared but unpaid dividends on such shares (collectively, the "**Liquidation Preference**"). If, upon any Liquidation Event, the assets of the Corporation shall be insufficient to make payment in full to all holders of Series B Preferred Stock of the Liquidation Preference, subject to the rights of any series of Preferred Stock that may from time to time come into existence, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) **Remaining Assets.** After the payment of the full Liquidation Preference as set forth in Section 3(a) above and any other distribution that may be required with respect to any series of Preferred Stock that may from time to time come into existence, the assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock and Preferred Stock on an as converted basis.

(c) **Notice of Liquidation Event.** The Corporation shall give each record holder of Series B Preferred Stock written notice of any impending Liquidation Event no later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such Liquidation Event, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Event. The first of such notices shall describe the material terms and conditions of the impending Liquidation Event (including, without limitation, the amount of proceeds to be paid to each share in connection with the Liquidation Event) and the provisions of this Section 3, and the Corporation shall thereafter give such holders prompt notice of any material changes. The Liquidation Event shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than twenty (20) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series B Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then

outstanding shares of Series B Preferred Stock and that are entitled to such notice rights or similar notice rights.

4. Redemption.

(a) **Redemption at the Option of the Corporation.** At any time after the third anniversary of the Series B Issuance Date, the Corporation may redeem, from any source of funds legally available therefor, all, but not less than all of the Series B Preferred Stock (the "**Redemption Option**"). Such redemption of the Series B Preferred Stock shall be effected at a price (the "**Redemption Price**"), paid in cash, equal to the sum of the Series B Issuance Price plus any and all accrued or declared and unpaid dividends, without interest or premium.

(b) **Mandatory Redemption.** If any shares of Series B Preferred Stock remain outstanding on the tenth anniversary of the Series B Issuance Date, the Corporation shall redeem, from any source of funds legally available therefor, all, but not less than all of the Series B Preferred Stock (the "**Mandatory Redemption**"). Such redemption of the Series B Preferred Stock shall be effected at a price equal to the Redemption Price, paid in cash, without interest or premium.

(c) **Redemption upon a Liquidity Event.** Immediately prior to the occurrence of a Liquidity Event, the Corporation shall redeem, from any source of funds legally available therefor, all, but not less than all of the Series B Preferred Stock (the "**Liquidity Event Redemption**"). Such redemption of the Series B Preferred Stock shall be effected at a price equal to the Redemption Price, paid in cash, without interest or premium. The term, "**Liquidity Event**" shall have the following meaning:

1. Any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger, reorganization, or any similar corporate transaction, own less than fifty percent (50%) of the voting power of the surviving corporation immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred, excluding any consolidation or merger effected exclusively to change the domicile of the Corporation; and
2. Any sale, transfer, lease, conveyance or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries on a consolidated basis to a third party in any transaction or series of related transactions.

(d) **Mechanics of Redemption.**

1. Subject to Section 4(e), the Redemption Option shall be exercised, and the Mandatory Redemption shall be effected, by written notice (the "**Redemption Notice**") from the Corporation to the holders of the Series B

Preferred Stock setting forth the date fixed for such redemption (the "**Redemption Date**"), which date shall be not fewer than thirty (30) days but not more than sixty (60) days following the date of the Redemption Notice.

2. Subject to Section 4(e), the Liquidity Event Redemption shall be exercised by delivery of a Redemption Notice from the Corporation to the holders of the Series B Preferred Stock notifying such holders of an impending Liquidity Event and that the Corporation elects to redeem all but not less than all outstanding shares of the Series B Preferred Stock immediately prior to such Liquidity Event. Such Redemption Notice shall be given no later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such Liquidity Event, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidity Event. The first of such notices shall describe the material terms and conditions of the impending Liquidity Event (including, without limitation, the amount of proceeds to be paid to each share of capital stock of the Corporation in connection with the Liquidity Event) and the provisions of this Section 4, and the Corporation shall thereafter give such holders prompt notice of any material changes. The Liquidity Event shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than twenty (20) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series B Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of Series B Preferred Stock and that are entitled to such notice rights or similar notice rights. The exercise of the Liquidity Event Redemption shall be conditioned upon the actual occurrence of the Liquidity Event that is disclosed in the applicable Redemption Notice.
3. The Redemption Notice shall be delivered by means of first class mail, postage paid, addressed to the holders of record of the shares of Series B Preferred Stock, at their respective addresses then appearing on the books of the Corporation. Each such notice shall specify (i) such holder's right to redemption, (ii) the applicable Redemption Date and (iii) the applicable Redemption Price. If upon the occurrence of the Redemption Date, the assets and funds of the Corporation legally available to be distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed, subject to paragraph (e) below, ratably among the holders of the Series B Preferred Stock in proportion to the applicable Redemption Price amount each such holder is otherwise entitled to receive. At any time thereafter when additional funds of the Corporation

are legally available for the redemption of Series B Preferred Stock, such funds shall immediately be used to redeem the balance of the Series B Preferred Stock which the Corporation has become obligated to redeem on the Redemption Date but which it has not redeemed.

(e) **Priority of Redemption.** The Corporation shall not redeem shares of Junior Stock prior to the redemption of all outstanding shares of Series B Preferred Stock. Any redemption effected pursuant to this Section 4 shall be made on a pro rata basis among the holders of the Series B Preferred Stock that is being redeemed, in proportion to the number of shares held by such holders.

(f) **Delivery of Certificates.** The holder of any shares of Series B Preferred Stock to be redeemed pursuant to the redemption rights in Section 4 shall not be entitled to receive payment of the applicable Redemption Price for such shares until such holder shall cause to be delivered, to the place specified in the Redemption Notice (i) the certificates representing such shares of Series B Preferred Stock (or delivery of a customary affidavit of loss with an indemnity reasonably satisfactory to the Corporation) and (ii) transfer instrument(s) reasonably satisfactory to the Corporation and sufficient to transfer such shares of Series B Preferred Stock to the Corporation free of any adverse interest.

(g) **Termination of Preferred Stock.** Upon the redemption of any share of Series B Preferred Stock pursuant to this Section 4, such share shall (provided the applicable Redemption Price payable upon redemption of such share has been paid or properly provided for) be deemed to cease to be outstanding, and all rights of any Person other than the Corporation in such share shall be extinguished on the date fixed for redemption for such share (plus all rights to receive future dividends with respect to such share), except for the right to receive the applicable Redemption Price, without interest, in accordance with the provisions of this Section 4, subject to the applicable escheat laws.

(h) **Conversion of Preferred Stock.** In the event that any shares of Series B Preferred Stock shall be converted into Common Stock prior to the close of business on the date fixed for redemption, (i) the Corporation shall not be obligated nor have the right to redeem such shares and (ii) any funds which shall have been set aside for the payment of the applicable Redemption Price shall be returned to the Corporation (subject to declared dividends payable to holders of such on the record date for such dividends being so payable regardless of whether such shares are converted subsequent to the such record date).

5. Conversion.

The holders of Series B Preferred Stock shall have the following conversion rights (the "**Conversion Rights**"):

(a) **Optional Conversion.** At any time and from time to time after the issuance of such shares, each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at the principal corporate office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined, with respect to each share of Series B Preferred Stock, by dividing the amount of the

Liquidation Preference on the date the certificate is surrendered for conversion by the Series B Conversion Price (as defined herein) in effect on the date the certificate is surrendered for conversion. The initial Series B Conversion Price per share for the Series B Preferred Stock (the "**Conversion Price**") shall be the Series B Issuance Price; provided, however, that the Conversion Price shall be subject to adjustment as set forth in this Section 5.

(b) **Automatic Conversion.** Each share of Series B Preferred Stock shall automatically be converted by the Corporation into shares of Common Stock at the Series B Conversion Price at the time on the date specified by written consent or agreement of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock.

(c) **Mechanics of Conversion.** Before any holder of Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Section 5(a) or upon the occurrence of the event specified in Section 5(b), as the case may be, such holder shall surrender the certificate or certificates therefor, duly endorsed, (or deliver a customary affidavit of loss with indemnity) at the principal corporate office of the Corporation or of any transfer agent for the Series B Preferred Stock, and shall give written notice to the Corporation at its principal corporate offices, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued; provided, however, that any failure by a holder to comply with these provisions shall not have any effect on the automatic conversion of such holder's shares, which shall in any event convert in accordance with Section 5(b). The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder of Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The issuance of certificates for shares of Common Stock upon conversion of the Series B Preferred Stock shall be made without charge to the holders of Series B Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of the Common Stock; provided, however, that the Corporation shall not be responsible for the payment of any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series B Preferred Stock so conveyed were registered. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. The Corporation shall not close its books against the transfer of Series B Preferred Stock or of shares of Common Stock issued or issuable upon conversion of the Series B Preferred Stock in any manner which interferes with the timely conversion of the Series B Preferred Stock.

(d) **Adjustment for Stock Splits and Combinations.** If the Corporation shall at any time after the Series B Issuance Date effect a subdivision (by any stock split or otherwise) of the outstanding Common Stock without a corresponding subdivision of the Series B Preferred Stock, the applicable Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Corporation shall at any time after the Series B Issuance Date combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Series B Preferred Stock, the applicable Conversion

Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 5(d) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(e) **Adjustment for Common Stock Dividends and Distributions.** If the Corporation at any time after the Series B Issuance Date declares, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Conversion Price that is then in effect shall be decreased as of the time of such event or, if such record date is fixed, as of the close of business on such record date, by multiplying the applicable Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such event or the close of business on such record date and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such event or the close of business on such record date, plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the applicable Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the applicable Conversion Price shall be adjusted pursuant to this Section 5(e) to reflect the actual payment of such dividend or distribution.

(f) **Adjustment for Reclassification, Exchange and Substitution.** If at any time after the Series B Issuance Date, the Common Stock issuable upon the conversion of the Series B Preferred Stock is changed into the same or a different number of shares of any other class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a reorganization, merger, consolidation or other business combination as provided for below), in any such event each holder of Series B Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series B Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(g) **Reorganizations, Mergers or Consolidations.** If at any time after the Initial Series B Issuance Date, there is a capital reorganization of the Common Stock or the merger or consolidation of the Corporation with or into another corporation or another entity or Person as a part of such capital reorganization, provision shall be made so that the holders of the Series B Preferred Stock shall thereafter be entitled to receive upon conversion of the Series B Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise to which a holder of Common Stock, deliverable upon conversion thereof, would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Series B Preferred Stock after the capital reorganization to the end that the provisions of this Section 5 (including adjustment of the Conversion Price then in effect and the number of shares issuable

upon conversion of the Series B Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(h) **Adjustment Threshold and Recording.** No adjustment in the Conversion Price need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in a Conversion Price. All calculations under this Section 5 shall be made to the nearest one hundredth of a cent (\$0.0001) or to the nearest one hundredth (1/100) of a share, as the case may be.

(i) **Other Distributions.** In the event the Corporation shall declare a distribution payable in securities of other Persons, evidences of indebtedness issued by the Corporation or other Persons, or assets of the Corporation (excluding cash dividends), then in each such case for the purpose of this Section 5(i), the holders of the Series B Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series B Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(j) **No Impairment.** The Corporation will not, by amendment of this Certificate of Designations or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series B Preferred Stock against impairment.

(k) **No Fractional Shares.** No fractional shares shall be issued upon the conversion of any share or shares of the Series B Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock which the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(l) **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Price, as the case may be, pursuant to this Section 5, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such Series B Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a certificate setting forth (A) such adjustment and readjustment, (B) the Series B Conversion Price, at the time in effect and (C) the number of shares of Common Stock and the amount of other property, if any, which at the time would be received upon the conversion of a share of Series B Preferred Stock.

(m) **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series B Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(n) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock.

(o) **Notices.** Any notice, request, demand or other communication required or permitted to be given to a holder of Series B Preferred Stock pursuant to the provisions of this Section 5 will be in writing and will be effective and deemed given under this Section 5 on the earliest of: (a) the date of personal delivery, (b) the date of transmission by facsimile, with confirmed transmission and receipt, (c) two (2) days after deposit with a nationally-recognized courier or overnight service such as Federal Express, or (d) five (5) days after mailing via certified mail, return receipt requested. All notices not delivered personally or by facsimile will be sent with postage and other charges prepaid and properly addressed to the party to be notified at the address set forth in the Agreement for such party. Any holder of Series B Preferred Stock (and such holder's permitted assigns) may change such holder's address for receipt of future notices hereunder by giving written notice to the Corporation.

6. Voting Rights. Except as otherwise provided herein or required by law, the Series B Preferred Stock shall be voted equally with the shares of the Common Stock of the Corporation and not as a separate class, and may act by written consent, with each holder of shares of Series B Preferred Stock entitled to the number of votes as shall be equal to the number of shares of Common Stock into which such holder's aggregate number of shares of Series B Preferred Stock are convertible pursuant to Section 5 immediately after the close of business on the record date for the determination of the stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken. Each holder of Series B Preferred Stock shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula shall be rounded to the nearest whole number (with one-half (1/2) rounded upward to one (1)).

7. Preemptive Rights. The holders of the Series B Preferred Stock shall not have any preemptive right to subscribe for any additional shares of any class of stock of the Corporation, now or hereafter authorized, or for any issue of bonds, notes or other securities convertible into any class of stock of the Corporation.

8. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the

loss, theft, destruction or mutilation of any certificate evidencing Series B Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided, that if the holder is a financial institution or other institutional investor its own agreement shall be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate, and dividends shall accrue on the Series B Preferred Stock represented by such new certificate from the date to which dividends have been fully paid on such lost, stolen, destroyed or mutilated certificate.

The foregoing Certificate of Designations has been duly adopted by the Corporation's Board of Directors in accordance with the applicable provisions of Section 151 of the General Corporation Law of the State of Delaware.

[Signature Page Follows.]

IN WITNESS WHEREOF, the Corporation, by Brian K. Service, the Chief Executive Officer of the Corporation, has caused this Certificate of Designations to be effective as of the date first written above.

3D SYSTEMS CORPORATION

/s/ Brian K. Service

Name: Brian K. Service

Title: Chief Executive Officer

CERTIFICATE OF ELIMINATION

of

SERIES A PREFERRED STOCK

of

3D Systems Corporation

The undersigned, 3D SYSTEMS CORPORATION, a Delaware Corporation (the "Corporation"), in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, for the purposes of eliminating from the Certificate of Incorporation of the Corporation all matters set forth in the Certificate of Designations of Rights, Preferences and Privileges of Series A Preferred Stock of the Corporation filed with the Secretary of State of the State of Delaware (the "Series A Certificate of Designation") with respect to the Series A Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"), of the Corporation, hereby certifies that:

1. The undersigned is the duly elected and acting Vice President, General Counsel and Secretary of the Corporation.

2. In accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation has adopted the following resolution eliminating from the Certificate of Incorporation all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock:

RESOLVED that the Series A Preferred Stock was authorized in connection with that certain Rights Agreement dated as of December 4, 1995 between the Corporation and U.S. Stock Transfer Corporation, as the Rights Agent (the "Rights Agreement");

RESOLVED that the Board of Directors has approved the amendment of the Rights Agreement so as to provide for the Rights Agreement to expire and the rights issued thereunder to be cancelled at the close of business on March 3, 2003;

RESOLVED that none of the authorized shares of Series A Preferred Stock are outstanding;

RESOLVED that as a result of the termination of the Rights Agreement no shares of Series A Preferred Stock shall be issued pursuant to the Series A Certificate of Designation;

RESOLVED that, in accordance with Section 151(g) of the General Corporation Law of the State of Delaware, the shares of the Corporation's preferred stock previously covered by the

Series A Certificate of Designation shall resume the status which they had prior to the adoption of the Series A Certificate of Designation;

RESOLVED that the officers of the Corporation shall be and each of them is authorized and directed to prepare, execute and file or cause to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, a certificate pursuant to Section 151(g) of the General Corporation Law of the State of Delaware to effect the elimination from the Certificate of Incorporation of all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock, and such other certificates and documents as may be required."

3. Neither the previous resolutions nor this Certificate shall have any effect on the series of preferred stock of the Corporation known as the Series B Preferred Stock, par value \$0.001 per share.

The undersigned declares under penalty of perjury under the laws of the State of Delaware that the matters set out in the foregoing Certificate are true of his own knowledge and that the foregoing Certificate has been duly adopted by this Corporation's Board of Directors in accordance with the General Corporation Law of the State of Delaware.

Executed at Valencia, California, on March 3, 2004.

3D SYSTEMS CORPORATION

By: 

Name: Robert M. Grace, Jr.

Title: Vice President, General Counsel
and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 05/19/2004
FILED 02:59 PM 05/19/2004
SRV 040368526 - 2336432 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: At a meeting of the Board of Directors of the Corporation (the "Board"), the terms and provisions of this Certificate of Amendment were duly approved by the Board by the adoption of resolutions setting forth the amendments contained herein, declaring such amendments to be advisable and authorizing submission of such amendments to the stockholders of the Corporation for approval at the 2004 annual meeting of stockholders.

SECOND: Pursuant to resolution of the Board, the annual meeting of stockholders of the Corporation was duly called and held on May 19, 2004, upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute and the Corporation's Certificate of Incorporation were voted in favor of the amendments to the Corporation's Certificate of Incorporation set forth herein.

THIRD: Article Fifth of the Certificate of Incorporation is hereby amended and restated as follows:

"FIFTH: Except and to the extent designated with respect to the Preferred Stock, all rights to vote and all voting power shall be vested in the Common Stock and the holders thereof shall be entitled at all elections of directors to one (1) vote per share."

FOURTH: Article Sixth of the Certificate of Incorporation is hereby amended and restated as follows:

"SIXTH: Each director, other than those who may be elected by the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation, shall hold office until a successor is elected at the next succeeding annual meeting of stockholders and qualified or until such director's earlier death, resignation or removal. Regardless of the foregoing sentence, in the case of directors designated as Class I directors elected at the annual meeting of stockholders held in 2003, such directors shall hold office until a successor is elected at the annual meeting of stockholders held in 2006 and qualified or until such director's earlier death, resignation or removal, and in the case of directors designated as Class II directors elected at the annual meeting of stockholders held in 2004, such directors shall hold office until a successor is elected at the annual meeting of stockholders held in 2007 and qualified or until such director's earlier death, resignation or removal, and in the case of directors designated as Class III directors elected at the annual meeting of stockholders held in 2002, such directors shall hold office until a successor is elected at the annual meeting of stockholders held in 2005 and qualified or until

such director's earlier death, resignation or removal. Any vacancy on the Board of Directors, howsoever resulting, shall be filled according to the terms specified in the Bylaws of the Corporation.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series thereof of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation or the resolution or resolutions adopted by the Board of Directors pursuant to the second paragraph of Article FOURTH applicable thereto."

FIFTH: Article Seventh of the Certificate of Incorporation is hereby amended and restated as follows:

"SEVENTH: Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide."

SIXTH: Article Tenth of the Certificate of Incorporation is hereby amended and restated as follows:

"TENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation."

SEVENTH: Article Eleventh of the Certificate of Incorporation is hereby amended and restated as follows:

"ELEVENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation."

EIGHTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

NINTH: This Certificate of Amendment shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
on this 19th day of May, 2004.

3D SYSTEMS CORPORATION
a Delaware corporation

By: 

Robert M. Grace, Jr.

Vice President, General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: At a meeting of the Board of Directors of the Corporation (the "Board") duly called and held, the Board adopted resolutions setting forth the amendment contained herein, declaring such amendment to be advisable and authorizing submission of such amendment to the stockholders of the Corporation for approval at its 2005 annual meeting of stockholders.

SECOND: Pursuant to resolution of the Board, the annual meeting of stockholders of the Corporation was duly called and held on May 17, 2005, upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares required by statute and the Corporation's Certificate of Incorporation were voted in favor of the amendment to the Corporation's Certificate of Incorporation set forth herein.

THIRD: The first paragraph of Article FOURTH of the Certificate of Incorporation is hereby amended and restated as follows:

"FOURTH: The aggregate number of shares which the Corporation has authority to issue is 65,000,000, consisting of 60,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock")."

FOURTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: This Certificate of Amendment shall be effective on the date on which it is accepted for filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 17TH day of May, 2005.

3D SYSTEMS CORPORATION

By 

Robert M. Grace, Jr.

Vice President, General Counsel and Secretary

3D SYSTEMS CORPORATION
CERTIFICATE OF ELIMINATION
OF
SERIES B CONVERTIBLE PREFERRED STOCK

Pursuant to Section 151(g)
Of the General Corporation Law
Of the State of Delaware

The undersigned, 3D Systems Corporation, a Delaware corporation (the "*Corporation*"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, for the purposes of eliminating from the Certificate of Incorporation of the Corporation all matters set forth in the Certificate of Designations of the Series B Convertible Preferred Stock of the Corporation filed with the Secretary of State of the State of Delaware on May 2, 2003 (the "*Certificate of Designations*") with respect to the Series B Convertible Preferred Stock, par value \$0.001 per share (the "*Preferred Stock*"), of the Corporation, hereby certifies that:

1. The undersigned is the duly elected and acting Vice President, General Counsel and Secretary of the Corporation.
2. In accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation has adopted the following resolutions eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designations with respect to the Preferred Stock:

WHEREAS the Preferred Stock was authorized by the filing of the Certificate of Designations on May 2, 2003; and

WHEREAS all of the issued and outstanding shares of the Preferred Stock have been converted by the holders thereof into Common Stock of the Corporation or redeemed by the Corporation pursuant to the terms of the Certificate of Designations;

RESOLVED that none of the authorized shares of Preferred Stock are outstanding and that no shares of Preferred Stock shall hereafter be issued pursuant to the Certificate of Designations.

RESOLVED that, in accordance with Section 151(g) of the General Corporation Law of the State of Delaware, the shares of the Corporation's Preferred Stock previously covered by the Certificate of Designations shall resume the status which they had prior to the adoption of the Certificate of Designations.

RESOLVED that the officers of the Corporation shall be and each of them is authorized and directed to prepare, execute and file or cause to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, a certificate pursuant to Section 151(g) of the General Corporation Law of the State of Delaware to effect the elimination from the Certificate of Incorporation of all matters set forth in the Certificate of Designations with respect to the Preferred Stock, and such other certificates and documents as may be required.

The undersigned declares under penalty of perjury under the laws of the State of Delaware that the matters set out in the foregoing Certificate are true of his own knowledge and that the foregoing Certificate has been duly adopted by the Corporation's Board of Directors in accordance with the General Corporation Law of the State of Delaware.

Executed at Valencia, California, on June 8, 2006.

3D SYSTEMS CORPORATION

By 

Name: Robert M. Grace, Jr.

Title: *Vice President, General Counsel and Secretary*

**CERTIFICATE OF DESIGNATIONS OF
RIGHTS, PREFERENCES AND PRIVILEGES OF
SERIES A PREFERRED STOCK
OF
3D SYSTEMS CORPORATION**

Pursuant to Section 151 of the Delaware General Corporation law

The undersigned hereby certifies that the following resolution has been adopted by the Board of Directors of 3D Systems Corporation, a Delaware corporation (the "Corporation") as required by Section 151 of the Delaware General Corporation Law at a meeting duly called and held on December 9, 2008;

RESOLVED that pursuant to the authority granted to and vested in the Board of Directors of the Corporation (hereinafter called the "Board of Directors") in accordance with the provisions of the Certificate of Incorporation, as amended, of the Corporation, the Board of Directors hereby creates a new series of the previously authorized Preferred Stock, par value \$.001 per share (the "Preferred Stock") of the Corporation, and hereby states the designation and number of shares, and fixes the relative rights, preferences and limitations thereof as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be one million (1,000,000) shares of Series A Preferred Stock each of which shall have a par value of \$.001 per share. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation that are by their terms convertible into Series A Preferred Stock.

Section 2. Dividends and Distributions.

(a) Subject to the rights of the holders of any shares of any series of Preferred Stock or other capital stock of the Corporation ranking senior in right of payment to the Series A Preferred Stock with respect to dividends (such securities being hereafter referred to as Senior Securities"), the holders of record of shares of Series A Preferred Stock outstanding from time to time, shall be entitled to receive cumulative preferential dividends, when, as and if declared by the Board of Directors out of funds legally available for the purpose in preference to the holders of Common Stock, par value \$.001 per share (the "Common Stock"), of the Corporation and any other class or series of capital stock ranking junior in right of payment of dividends to the Series A Preferred Stock (such securities being hereafter referred to as "Junior Stock") in the amounts set forth below.

(b) At any time that any Shares of Series A Preferred Stock are issued and outstanding, no dividend or distribution on the Common Stock or any other Junior Stock shall be

declared, paid or set aside for payment on the Common Stock or such other class or series of Junior Stock unless amounts sufficient to effect such dividend or distribution to the holders of Common Stock and such other class or series of Junior Stock are available to make such dividend or distribution after giving effect to the amounts required to be paid or distributed to the holders of Series A Preferred Stock. The Corporation shall declare each dividend or distribution to be made to the holders of record of Series A Preferred Stock in preference to and immediately prior to the time that it declares any similar dividend or distribution on the Common Stock or any other class or series of Junior Stock.

(c) Dividends on each outstanding share of Series A Preferred Stock shall begin to accrue on a cumulative basis from the date on which such share shall become issued and outstanding and shall continue to accrue on a cumulative basis until the close of business on the day before such share of Series A Preferred Stock ceases to be outstanding.

(d) Subject to the rights of the holders of any Senior Securities, before the Corporation shall declare or pay any dividend or make any distribution on the Common Stock or any other class or series of Junior Stock payable in assets, securities or other forms of non-cash consideration (other than dividends or distributions paid ratably to all holders of shares of Common Stock solely in shares of Common Stock), the Corporation shall declare, set aside and pay on each whole outstanding share of record of Series A Preferred Stock, a dividend or distribution in like kind equal to the Formula Number (as defined below) then in effect multiplied by the per share amount of such dividend or distribution to be declared and distributed on each share of the Common Stock or other Junior Stock. As used herein and subject to adjustment as provided herein, the "Formula Number" shall be 100; provided, however, that if at any time after December 22, 2008, the Corporation shall (i) declare or pay any dividend or make any distribution on the Common Stock, payable solely in shares of Common Stock, (ii) subdivide (by a stock split or otherwise), the outstanding shares of Common Stock into a larger number of shares of Common Stock, or (iii) combine (by a reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares of Common Stock, then in each such case the Formula Number in effect immediately prior to such event shall be adjusted to a number determined by multiplying the Formula Number then in effect by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately after such event and the denominator of which shall be the number of shares of Common Stock that were outstanding immediately prior to such event (and rounding the result to the nearest whole number); provided further, that, if at any time after December 22, 2008, the Corporation shall issue any shares of its capital stock in a merger, reclassification or change of the outstanding shares of Common Stock, then in each such event the Formula Number shall be appropriately adjusted to reflect the effect of such merger, reclassification or change so that each share or Series A Preferred Stock then outstanding shall continue to be the economic equivalent of the number of shares of Common Stock issued and outstanding prior to such merger, reclassification or change after adjusting the Formula Number.

(e) Subject to the rights of the holders of any Senior Securities, before the Corporation shall declare or pay any dividend or make any distribution on the Common Stock or any other class or series of Junior Stock payable in cash, the Corporation shall declare, set aside and pay to each holder of record of each whole outstanding share of Series A Preferred Stock:

(i) a dividend or distribution in an amount in cash (rounded to the nearest cent) equal to the Formula Number then in effect multiplied by the per share amount of such dividend or distribution to be declared and distributed on each share of the Common Stock or other Junior Stock; and

(ii) a cash dividend on the first day of January, April, July and October in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the date on which such share of Series A Preferred Stock was first issued and became outstanding, in an amount per share (rounded to the nearest cent but not less than zero) equal to \$1.00 per whole share of Series A Preferred Stock issued and outstanding less the per share amount of all cash dividends declared pursuant to clause (i) of this sentence before giving effect to the application of the Formula Number since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the date that any then outstanding shares of Series A Preferred Stock authorized pursuant to this Certificate of Designations were first issued and became outstanding.

(f) The Board of Directors may fix a record date for the determination of holders of record of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior nor less than 10 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of record of outstanding shares of Series A Preferred Stock shall have the following voting rights:

(a) Each holder of record of Series A Preferred Stock shall be entitled to a number of votes equal to the Formula Number then in effect, for each share of Series A Preferred Stock held of record on each matter on which holders of the Common Stock or stockholders generally are entitled to vote, multiplied by the maximum number of votes per share which any holder of the Common Stock or stockholders generally then have with respect to such matter (assuming any holding period or other requirement to vote a greater number of shares is satisfied).

(b) Except as otherwise provided herein, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(c) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(a) Whenever any dividends or distributions required to be made to the holders of Series A Preferred Stock are in arrears or the Corporation shall be in default in payment thereof, thereafter and until all accrued and unpaid amounts, whether or not declared, on shares of Series

A Preferred Stock outstanding shall have been paid or set aside for payment in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions on or redeem or purchase or otherwise acquire for consideration any shares of Common Stock or other shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, except for any shares of Common Stock that the Corporation has the right or obligation to acquire pursuant to any stock-based compensation plan then in effect;

(ii) declare or pay dividends, or make any other distributions, on the shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior or on a parity (either as to dividends or upon liquidation, dissolution or winding up) to or with the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior or parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock, except for any shares of Common Stock that the Corporation has the right or obligation to acquire pursuant to any stock-based compensation plan then in effect; or

(iv) redeem or purchase or otherwise acquire for consideration shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock or any increase in the authorized number of shares of Series A Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation, as amended or restated from time to time,, or in any other Certificate of

Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up. Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, no distribution shall be made (a) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received an amount equal to the accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, plus an amount equal to the greater of (i) \$0.01 per whole share, or (ii) an aggregate amount per share equal to the Formula Number then in effect times the aggregate amount to be distributed per share to holders of Common Stock, or (b) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, unless simultaneously therewith distributions are made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of Series A Preferred Stock shares are entitled under clause (a)(i) of this sentence and to which the holders of such parity shares are entitled in each case upon such liquidation, dissolution or winding up.

Section 7. Consolidation, Merger, etc. If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share equal to the Formula Number then in effect multiplied by the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event that both this Section 7 and Section 2 appear to apply to a transaction, this Section 7 shall control.

Section 8. Effective Time of Adjustments.

(a) Adjustments to the Series A Preferred Stock required by the provisions hereof shall be effective as of the time at which the event requiring such adjustments occurs.

(b) The Corporation shall give prompt written notice to each holder of a share of Series A Preferred Stock of the effect on any such shares of any adjustment to the dividend rights or rights upon liquidation, dissolution or winding up of the Corporation required by the provisions hereof. Notwithstanding the foregoing sentence, the failure of the Corporation to give such notice shall not affect the validity of or the force or effect of or the requirement for such adjustment.

Section 9. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

Section 10. Rank. Unless otherwise provided in the Certificate of Incorporation, as amended or restated from time to time, or a Certificate of Designations relating to the subsequent series of Preferred Stock of the Corporation, the Series A Preferred Stock shall rank, with respect

to the payment of dividends and the distribution of assets, junior to all series of any other class of the Corporation's Preferred Stock.

Section 11. Fractional Shares. The Series A Preferred Stock shall be issuable upon exercise of the Rights issued pursuant to that certain Rights Agreement dated as of December 9, 2008 entered into between the Corporation and the Rights Agent identified therein in whole shares. Except as otherwise provided in the Rights Agreement, no holder of any fraction of a share of Series A Preferred Stock shall be entitled to receive dividends, exercise voting rights, participate in distributions or to have the benefit of any of the other rights of holders of Series A Preferred Stock. Under the terms of the Rights Agreement, in lieu of fractional shares, the Corporation, prior to the first issuance of any share of Series A Preferred Stock, may elect (1) to make a cash payment as provided in the Rights Agreement for fractions of a share or (2) to issue depository receipts evidencing authorized fractions of a share of Series A Preferred Stock pursuant to an appropriate agreement between the Corporation and a depository selected by the Corporation; provided that such agreement shall provide that the holders of record of such depository receipts shall have the rights, privileges and preferences to which they are entitled as holders of record of the Series A Preferred Stock.

Section 12. Amendment. The Certificate of Incorporation, as amended or restated from time to time, of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least a majority of the outstanding shares of Series A Preferred Stock, voting together as a single class.

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation this 9th day of December, 2008.

3D SYSTEMS CORPORATION

By: /s/ Robert M. Grace, Jr.
Name: Robert M. Grace, Jr.
Title: Vice President, General Counsel & Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: At a meeting of the Board of Directors of the Corporation (the "Board"), the terms and provisions of this Certificate of Amendment were duly approved by the Board by the adoption of resolutions setting forth the amendments contained herein, declaring such amendments to be advisable and authorizing submission of such amendments to the stockholders of the Corporation for approval at a special meeting of stockholders.

SECOND: Pursuant to resolution of the Board, the special meeting of stockholders of the Corporation was duly called and held on October 7, 2011 upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendments to the Corporation's Certificate of Incorporation set forth herein.

THIRD: The first paragraph of Article FOURTH of the Certificate of Incorporation is hereby amended and restated as follows:

FOURTH: The aggregate number of shares which the Corporation has authority to issue is 125,000,000, consisting of 120,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

FOURTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: This Certificate of Amendment shall be effective on the date on which it is accepted for filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 7th day of October, 2011.

3D SYSTEMS CORPORATION,
a Delaware corporation

By: 

Name: Robert M. Grace, Jr.

Title: Vice President, General Counsel and Secretary

CERTIFICATE OF ELIMINATION

of

SERIES A PREFERRED STOCK

of

3D Systems Corporation

The undersigned, 3D SYSTEMS CORPORATION, a Delaware corporation (the "Corporation"), in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, for the purposes of eliminating from the Certificate of Incorporation of the Corporation all matters set forth in the Certificate of Designations of Rights, Preferences and Privileges of Series A Preferred Stock of the Corporation filed with the Secretary of State of the State of Delaware on December 9, 2008 (the "Series A Certificate of Designation") with respect to the Series A Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"), of the Corporation, hereby certifies that:

1. The undersigned is the duly elected and acting Vice President, General Counsel and Secretary of the Corporation.

2. In accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation has adopted the following resolution eliminating from the Certificate of Incorporation all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock:

RESOLVED that the Series A Preferred Stock was authorized in connection with that certain Rights Agreement dated as of December 9, 2008 between the Corporation and Computershare Trust Company, N.A. as the Rights Agent (the "Rights Agreement");

RESOLVED that the Board of Directors has approved the amendment of the Rights Agreement so as to provide for the Rights Agreement to expire and the rights issued thereunder to be cancelled at the close of business on November 14, 2011;

RESOLVED that none of the authorized shares of Series A Preferred Stock are outstanding;

RESOLVED that as a result of the termination of the Rights Agreement no shares of Series A Preferred Stock shall be issued pursuant to the Series A Certificate of Designation;

RESOLVED that, in accordance with Section 151(g) of the General Corporation Law of the State of Delaware, the shares of the Corporation's preferred stock previously

covered by the Series A Certificate of Designation shall resume the status which they had prior to the adoption of the Series A Certificate of Designation;

RESOLVED that the officers of the Corporation shall be and each of them is authorized and directed to prepare, execute and file or cause to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, a certificate pursuant to Section 151(g) of the General Corporation Law of the State of Delaware to effect the elimination from the Certificate of Incorporation of all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock, and such other certificates and documents as may be required."

The undersigned declares under penalty of perjury under the laws of the State of Delaware that the matters set out in the foregoing Certificate are true of his own knowledge and that the foregoing Certificate has been duly adopted by this Corporation's Board of Directors in accordance with the General Corporation Law of the State of Delaware.

Executed at Rock Hill, South Carolina, on November 14, 2011.

3D SYSTEMS CORPORATION

By: 

Robert M. Grace, Jr.

Vice President, General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: At a meeting of the Board of Directors of the Corporation (the "Board"), the terms and provisions of this Certificate of Amendment were duly approved by the Board by the adoption of resolutions setting forth the amendments contained herein, declaring such amendments to be advisable and authorizing submission of such amendments to the stockholders of the Corporation for approval at the annual meeting of stockholders.

SECOND: Pursuant to resolution of the Board, the Annual Meeting of stockholders of the Corporation was duly called and held on May 21, 2013 upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendments to the Corporation's Certificate of Incorporation set forth herein.

THIRD: The first paragraph of Article FOURTH of the Certificate of Incorporation is hereby amended and restated as follows:

"FOURTH: The aggregate number of shares which the Corporation has authority to issue is 225,000,000, consisting of 220,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

FOURTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: This Certificate of Amendment shall be effective on the date on which it is accepted for filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 21st day of May, 2013.

3D SYSTEMS CORPORATION,
a Delaware corporation

By: 

Name: Andrew M. Johnson

Title: Vice President, General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

3D Systems Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: At a meeting of the Board of Directors of the Corporation (the "Board"), the terms and provisions of this Certificate of Amendment were duly approved by the Board by the adoption of resolutions setting forth the amendments contained herein, declaring such amendments to be advisable and authorizing submission of such amendments to the stockholders of the Corporation for approval at the annual meeting of stockholders.

SECOND: Pursuant to resolution of the Board, the Annual Meeting of stockholders of the Corporation was duly called and held on May 21, 2013 upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendments to the Corporation's Certificate of Incorporation set forth herein.

THIRD: The first paragraph of Article FOURTH of the Certificate of Incorporation is hereby amended and restated as follows:

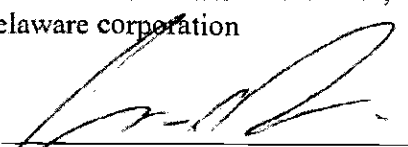
"FOURTH: The aggregate number of shares which the Corporation has authority to issue is 225,000,000, consisting of 220,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

FOURTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: This Certificate of Amendment shall be effective on the date on which it is accepted for filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 21st day of May, 2013.

3D SYSTEMS CORPORATION,
a Delaware corporation

By: 
Name: Andrew M. Johnson
Title: Vice President, General Counsel and Secretary