

**3D SYSTEMS CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

This CHARTER (the "Charter") of the Corporate Governance and Nominating Committee (the "Committee") has been amended and restated by the Board of Directors (the "Board") of 3D Systems Corporation (the "Company") on March 2, 2004.

A. Purpose. The purpose of the Corporate Governance and Nominating Committee shall be to assist the Board (a) in identifying and recommending qualified individuals to become Board members, (b) determining the composition of the Board and its committees, (c) monitoring a process to assess board effectiveness, (d) developing and implementing the Company's corporate governance guidelines, and (e) monitoring compliance with those guidelines.

B. Members. The Committee shall be comprised of at least two "Independent Directors" of the Board. For purposes of this Charter, "Independent Directors" shall mean directors who are determined by the Board to comply with standards of independence established by the Board consistent with applicable statutes, regulations of the Securities and Exchange Commission, and listing standards of the National Association of Securities Dealers, Inc. for the Nasdaq Stock Market. Members of the Committee shall be appointed and may be removed by the Board. The Board shall determine which member shall serve as Chairman.

C. Duties, Responsibilities and Authority. The Committee shall have the following duties, responsibilities and authority:

1. Recommend to the Board nominees for election as directors;
2. Recommend and periodically evaluate criteria for Board membership and selection of new directors, including the establishment of standards for Independent Directors and recommend to the Board the skills, experience, perspective and background required for the members of the Board to promote its effective functioning, considering the Company's strategy, and its regulatory, geographic and market environments;
3. Search for, screen, interview, recommend and recruit candidates as necessary to fill vacancies on the Board or additional directorships to meet the needs of the Board, and consider management's and stockholders' recommendations for director candidates;

4. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, which evaluation process may include a review of (a) the Board's effectiveness, (b) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, and (c) tenure and other policies related to the directors' service on the Board, and monitor the annual self-evaluations;
5. Review periodically the size of the Board and recommend to the Board any appropriate changes;
6. Make recommendations on the frequency, content and structure of Board meetings;
7. Using the periodic evaluation process described in paragraph 5 and other relevant information, report to the Board on the qualifications and performance of incumbent directors when making recommendations for or against such directors' re-election to the Board;
8. Recommend annually to the Board director nominees for each Board committee, taking into account the skills and background of such director, as well as the listing standards of the National Association of Securities Dealers, Inc. for the Nasdaq Stock Market and applicable laws, rules and regulations and advise the Board on the appropriate composition of each Board committee;
9. Review and discuss with the Board relationships between the Company and the directors and non-Board services provided by directors to the Company, its subsidiaries and affiliates;
10. Evaluate all matters related to arrangements or agreements between any member of the Board (other than a member of the Committee) and the Company;
11. Periodically evaluate, and report to the Board its evaluation of, the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors and make appropriate recommendations;
12. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, including procedures to assure compliance with the principles, and review at least annually the principles and recommend appropriate changes, and initiate and oversee a periodic evaluation of corporate governance matters generally; and, based on the foregoing, recommend action to the Board where appropriate;
13. Periodically review and discuss with the Board the compliance by management with the Company's corporate governance principles;

14. Review the Company's Code of Conduct and Code of Ethics for Senior Financial Executives (the "Code of Conduct"), including procedures for assuring compliance with the Code of Conduct, at least annually and recommend appropriate changes;
15. Establish and administer, in conjunction with the Audit Committee (which shall be responsible for administering procedures for reporting potential violations of the Code of Conduct relating to financial reporting matters), procedures for employees of the Company to report, on a confidential basis, potential violations of the Code of Conduct;
16. Monitor the Company's policies and procedures for the compliance with applicable laws except for those that relate to financial reporting or other matters that are designated as the responsibility of the Audit Committee or the Compensation Committee by the terms of the Charters of those committees;
17. Review the Board's policies for director compensation and stock ownership, and recommend to the Board compensation programs for directors;
18. Monitor the orientation and continuing training needs of directors and recommend action to the Board where appropriate;
19. Evaluate the Committee's performance and Charter at least annually, and recommend to the Board such modifications to the Charter, the membership of the Committee and its procedures as the Committee deems necessary or appropriate;
20. Obtain advice and assistance from internal or outside legal, accounting or other advisors at the expense of the Company, as it deems appropriate to assist it in performing its functions, including having the sole authority to retain any search firm to be used to identify director candidates and to approve such search firm's fees and other retention terms;
21. Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Corporate Governance and Nominating Committee, accompanied by any recommendations to the Board; and
22. Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.

D. Meetings. The Corporate Governance and Nominating Committee will meet as often as deemed necessary or appropriate, in its judgment. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action by written consent without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee

is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the By-Laws of the Company, or (c) the laws of the State of Delaware.