

PD3000117706

(Requestor's Name)

PERFUSION.COM, INC.
500 Keenan Avenue
Fort Myers, FL 33919
(866) 872-8065 * (425) 795-0565 Fax
(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

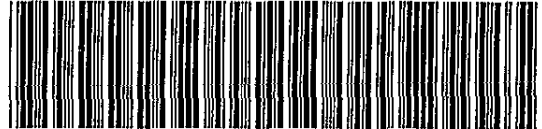
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**ARTICLES OF INCORPORATION
OF
PERFUSION.COM, INC.**

ARTICLE ONE

The name of the corporation is PERFUSION.COM, INC. The principal place of business and mailing address for the corporation is 500 Keenan Avenue, Fort Myers, FL 33919.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

A. **Common Stock.** The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each. The initial two shareholders shall have preemptive rights with regard to the issuance of additional unissued but authorized shares. Each shareholder is entitled to one vote for directors for each share standing in his name on the books and voting for directors shall be cumulative.

B. **Preferred Stock.** The aggregate number of shares of Preferred Stock which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares of the par value of one Dollar (\$1.00) each. The holders of Preferred Stock shall be entitled to receive dividends thereon before any dividends are paid in such year upon the common shares, payable out of surplus or net profits of the Corporation, as and when declared by the Board of Directors. In the event of the dissolution or liquidation of the Corporation, or a sale of all of its assets, whether voluntary or involuntary, or in the event of its insolvency or upon any distribution of its assets, there shall be paid to the holders of the Preferred Stock its par value of One Dollar (\$1.00) per share plus the amount of all unpaid accrued dividends thereon, without interest, before any sum shall be paid to or any assets distributed among the holders of the common stock. After such payment to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Stock in proportion to their respective holdings of such shares. The holders of Preferred Stock shall not be entitled to vote in a proceeding (a) for merger or consolidation, (b) for

voluntary dissolution, (c) for change of name, or (d) for the election of directors, (e) for Amendment of Articles of Incorporation, or in any other proceeding or upon any matter or questions at any shareholders' meeting except as some provision of law may expressly confer a right to vote regardless of any provision to the contrary in the Articles of Incorporation. No holder of Preferred Stock shall have any preemptive or preferential right of subscription to any shares of any class of the corporation, whether now or hereafter authorized, or to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE FIVE

Corporate existence shall commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE SIX

The street address of the initial registered office is 500 Keenan Avenue, Fort Myers, Florida 33919, and the name of the initial registered agent at such address is Bryan V. Lich.

ARTICLE SEVEN

The number of directors shall be determined by the shareholders but shall not be less than one nor more than five. The number of directors constituting the initial Board of Directors is one and the name and address of said director who shall serve until the first annual meeting of shareholders or until successors are elected and qualified are:

Bryan V. Lich

500 Keenan Avenue
Fort Myers, Florida 33919

ARTICLE EIGHT

The Board of Directors is authorized to adopt, alter, amend, or repeal by-laws for the regulation and management of the affairs of the Corporation.

ARTICLE NINE

The name and address of each incorporator is:

Bryan V. Lich

500 Keenan Avenue
Fort Myers, Florida 33913


BRYAN V. LICH, Incorporator

10/14/03
Date

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BRYAN V. LICH, Registered Agent

10/17/03
Date

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