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Myra P. Mahoney

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Division of Corporations

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
GLOBAL-MED TECHNOLOGIES GROUP, INC.**

**DESIGNATION, PREFERENCES AND OTHER RIGHTS AND QUALIFICATIONS  
OF  
SERIES A PREFERRED STOCK**

The undersigned Chief Executive Officer of Global-Med Technologies Group, Inc., (the "Company"), a corporation organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Company's Articles of Incorporation, and in accordance with the provisions of a resolution creating a series of the class of the Company's authorized preferred stock designated as Series A Preferred Stock:

**FIRST:** The Articles of Incorporation of the Company, bearing document number P08000094237, authorizes the issuance of One Hundred Fifty Million (150,000,000) shares of common stock and Fifteen Million (15,000,000) shares of preferred stock, and further authorizes the Board of Directors of the Company, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of preferred stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** On June 30 2009, the Board of Directors approved the designation of a series of preferred stock to be known as "Series A Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described.

Accordingly, "Article V" of the Articles of Incorporation of the Company is hereby amended to include the following:

**SERIES A PREFERRED STOCK**

1) Designations and Amounts. There Company hereby creates a series of preferred stock designated as Series A Preferred Stock (the "Series A Preferred Stock") with a stated value of \$0.0001 per share (the "Stated Value"). The number of authorized shares constituting the Series A Preferred Stock shall be Eleven Million (11,000,000) shares.

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2) Dividends. None.

3) Voting. Except as otherwise required by law or expressly provided herein, each share of Series A Preferred Stock shall vote on a ten for one basis. The holders of shares of Series A Preferred Stock and common stock shall vote together as a single class, and not as separate classes.

4) Conversion. Shares of Series A Preferred Stock shall have the following conversion rights and obligations:

(a) Optional Conversion. Subject to and upon compliance with the provisions of this Section 4(a), each holder of shares of Series A Preferred Stock shall have the right at any time after the issuance to the holder of Series A Preferred Stock to convert any portion or all of such shares into fully paid and non-assessable shares of common stock of the Company equal to the Stated Value per share of Series A Preferred Stock divided by \$0.0001 (the "Conversion Price").

(b) Automatic Conversion. Each share of Series A Preferred Stock will automatically convert into fully paid and non-assessable shares of common stock of the Company determined in accordance with the Conversion Price provided in Paragraph 4(a) upon a merger or consolidation (including a sale by the Company of all or substantially all of its assets) where the Company does not survive the merger or consolidation.

(c) Adjustments to Conversion Price.

(i) Adjustment for Common Stock Dividends and Distributions. In the event the outstanding shares of common stock shall be subdivided, combined or consolidated, by stock split, stock dividend, combination or like event, into a greater or lesser number of shares of common stock after the effective date of this Certificate of Designation, the applicable Conversion Price in effect immediately prior to such subdivision, combination, consolidation or stock dividend shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be adjusted proportionately so that the holders of Series A Preferred Stock shall be entitled to receive the kind and number of shares or other securities of the Company which such holders would have owned or have been entitled to receive after the happening of any of the events described above had such shares of Series A Preferred Stock been converted immediately prior to the happening of such event. The provisions of this Section 4(c)(i) shall similarly apply to successive subdivisions, combinations or consolidations as set forth in this Section 4(c)(i).

(ii) Adjustment for Reclassifications and Reorganizations. In the case, at any time after the date hereof, of any capital reorganization, reclassification of the common stock of the Company (other than solely as a result of a stock dividend or subdivision, split-up or combination of shares), consolidation or merger in which the Company survives the consolidation or merger, the Conversion Price then in effect shall,

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concurrently with the effectiveness of such reorganization, reclassification or merger, be proportionately adjusted and the terms of the Series A Preferred Stock shall be deemed amended such that the shares of the Series A Preferred Stock shall, after such reorganization, reclassification or merger, be convertible into the kind and number of shares of stock or other securities or property of the Company or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification or merger, the holder's shares of the Series A Preferred Stock had been converted into common stock. The provisions of this Section 4(c)(ii) shall similarly apply to successive reorganizations, reclassifications, consolidations or mergers in which the Company survives the consolidation or merger.

(iii) Adjustment for Distributions Other Than Cash Dividends Out of Retained Earnings. If the Company shall declare a cash dividend upon its common stock payable otherwise than out of retained earnings or shall distribute to holders of its common stock shares of its capital stock (other than shares of common stock and other than as otherwise would result in an adjustment pursuant to this Section 4(c), stock or other securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for common stock or other securities of the Company convertible into or exchangeable for common stock), then, in each such case, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of common stock receivable thereupon, the amount of securities of the Company and other property which they would have received had their Series A Preferred Stock been converted into common stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4(c) with respect to the rights of the holders of the Series A Preferred Stock.

(iv) When No Adjustment Required. Except as otherwise provided in this Section 4(c), the applicable Conversion Price will not be adjusted (A) for the issuance of common stock or any securities convertible into or exchangeable for common stock or carrying the right to purchase any of the foregoing, or for the repurchase of common stock; (B) upon the issuance of any shares of common stock or options or rights to purchase such shares pursuant to any present or future employee, director or consultant benefit plan or program of or assumed by the Company or any of its subsidiaries; (C) upon the issuance of any shares of common stock pursuant to any option, warrant, right, or exercisable, exchangeable or convertible security outstanding as of the date of this Certificate of Designations; or (D) to the extent that such adjustment would result in the applicable Conversion Price being less than the par value of the common stock.

(v) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to this Section 4(c),

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the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of the Series A 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 Company shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments; (ii) the Conversion Price in effect at the time; and (iii) the number of shares of common stock and the amount, if any, of other securities, cash or property which at the time would be received upon the conversion of the Series A Preferred Stock.

(d) Notice of Conversion.

(i) Holder will give notice of its decision to exercise its right to convert the Series A Preferred Stock, or part thereof, by delivering an executed and completed "Notice of Conversion" (a form of which is annexed as *Exhibit A* to this Certificate of Designation) to the Company via confirmed facsimile transmission. Each date on which a Notice of Conversion is faxed to the Company in accordance with the provisions hereof shall be deemed a "Conversion Date." The Company will itself or cause the Company's transfer agent to transmit the Company's common stock certificates representing the common stock issuable upon conversion of the Series A Preferred Stock to the Holder via express courier for receipt by such Holder within five business days after receipt by the Company of the Notice of Conversion (the "Delivery Date"). In the case of the exercise of the conversion rights set forth in Sections 4(a) and 4(b) the conversion privilege shall be deemed to have been exercised and the shares of common stock issuable upon such conversion shall be deemed to have been issued upon the date of receipt by the Company of the Notice of Conversion. The person or entity entitled to receive common stock issuable upon such conversion shall, on the date such conversion privilege is deemed to have been exercised and thereafter, be treated for all purposes as the record holder of such common stock and shall on the same date cease to be treated for any purpose as the record Holder of such shares of Series A Preferred Stock so converted.

(e) Fractional Shares. The Company shall not be required, in connection with any conversion of Series A Preferred Stock, to issue a fraction of a share of its Series A Preferred Stock or common stock and may instead deliver a stock certificate representing the next whole number.

(f) Partial Conversion. In the event of the conversion of some but not all of the shares of Series A Preferred Stock represented by a certificate or certificates, a Series A Preferred Stock certificate representing the balance of the Series A Preferred Stock not so converted will be provided by the Company to the Holder if requested by Holder, provided the Holder has delivered the original Series A Preferred Stock certificate to the Company. To the extent that a Holder elects not to surrender Series A Preferred Stock for reissuance upon partial payment or conversion, the Holder hereby indemnifies the Company against any and all loss or damage attributable to a third-party claim in an

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amount in excess of the actual amount of the Series A Stated Value then owned by the Holder.

(g) Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted or otherwise acquired by the Company, the shares so converted shall be canceled and shall resume the status of authorized shares of preferred stock without differentiation as to series. All such shares may be reissued as part of a new series of preferred stock subject to the conditions and restrictions on issuance set forth in the Articles of Incorporation or in any certificate of designation creating a series of preferred stock or any similar stock or as otherwise required by law.

(h) Transfer Taxes. The Company shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of common stock upon conversion of any shares of Series A Preferred Stock, provided that the Company shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which such shares are being issued.

5) Liquidation.

a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company.

b) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company which will involve the distribution of assets other than cash, the Company shall promptly engage an independent appraiser to determine the fair market value of the assets to be distributed to the holders of shares of its capital stock. The Company shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Series A Preferred Stock of the appraiser's valuation. Any equity securities of other entities to be distributed shall be valued as follows: (i) if the common stock is listed on a national securities exchange or NASDAQ, the last sale price of the common stock in the principal trading market for the common stock on such date or, if there are no sales common stock on that date, then on the next preceding date on which there were any sales of common shares, as reported by the exchange or NASDAQ, as the case may be; or (ii) if the common stock is not listed on a national securities exchange or NASDAQ, but is traded in the over-the-counter market, the closing bid price for the common stock on such date, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations or, if there are no sales common stock

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on that date, then on the next preceding date on which there were any sales of common shares, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations, as the case may be; or (iii) if the fair market value of the common stock cannot be determined pursuant to clause (i) or (ii) above, such price as the Board of Directors of the Company shall reasonably determine, in good faith.

6) Redemption. The shares of Series A Preferred Stock shall not be redeemable.

7) No Impairment. Except and to the extent as waived or consented to by the holder, or as otherwise provided herein, the Company shall not by any action, including, without limitation, amending its Articles of Incorporation or Bylaws, or through any reorganization, 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 of the Series A Preferred Stock, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate to protect the rights of holders as set forth in this Certificate of Designations against impairment.

8) Loss, Theft, Destruction of Series A Preferred Stock Certificates. Upon receipt of evidence satisfactory to the Company of the loss, theft, destruction or mutilation of shares of Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity or security reasonably satisfactory to the Company, or, in the case of any such mutilation, upon surrender and cancellation of the Series A Preferred Stock, the Company shall make, issue and deliver, in lieu of such lost, stolen, destroyed or mutilated shares of Series A Preferred Stock, new shares of Series A Preferred Stock of like tenor. The Series A Preferred Stock shall be held and owned upon the express condition that the provisions of this Section are exclusive with respect to the replacement of mutilated, destroyed, lost or stolen shares of Series A Preferred Stock and shall preclude any and all other rights and remedies notwithstanding any law or statute existing or hereafter enacted to the contrary with respect to the replacement of negotiable instruments or other securities without the surrender thereof.

9) Notices. The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Company to the holders of the common stock. Any notice required by the provisions of this Section 9 to be given to the holder of shares of the Series A Preferred Stock shall be deemed given when personally delivered to such holder or five business days after the same has been deposited in the United States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

10) Severability. If any right, preference or limitation of the Series A Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein

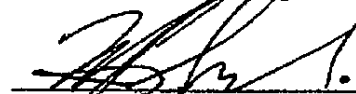
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that can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

The foregoing Amendment was adopted by the Board of Directors of the Company pursuant to the Florida Business Company Act on June 30, 2009. No vote of the shareholders was required; therefore, the number of votes cast for the Amendment to the Company's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused this Amendment to its Articles of Incorporation to be executed by its duly authorized officer this June 30, 2009.

Global-Med Technologies Group, Inc.



Mark Urbanski  
Chief Executive Officer



*(To Be Executed By the Registered Holder in Order to Convert the  
Series A Preferred Stock of Global-Med Technologies Group, Inc.)*

# NOTICE OF CONVERSION

In accordance with the terms and conditions of the Certificate of Designations of Series A Preferred Stock filed with the Florida Secretary of State on \_\_\_\_\_, as amended, the undersigned hereby irrevocably elects to convert \_\_\_\_\_ shares of Series A Preferred Stock into shares of common stock of Global-Med Technologies Group, Inc. as follows:

Date of Conversion: \_\_\_\_\_

Applicable Conversion Price \$ \_\_\_\_\_

Number of Common Shares Issuable Upon This Conversion: \_\_\_\_\_

Signature of Holder\*: \_\_\_\_\_

Print Name of Holder\*: \_\_\_\_\_

Address: \_\_\_\_\_

Select one:

- ☐ One or more certificates representing the Series A Preferred Stock to be converted is/are being delivered herewith. The unconverted portion of such certificate(s) should be reissued and delivered to the undersigned as set forth below.
- ☐ One or more certificates representing the Series A Preferred Stock to be converted is/are not being delivered to Global-Med Technologies Group, Inc.

Deliveries Pursuant to this Notice of Conversion Should Be Made to:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\*The name and signature of the Holder must match certificate