

TRANSMITTAL LETTER

P97000040612

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

SUBJECT: BIO-KILL INTERNATIONAL, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR  
CHECK FOR \$ 70.00

FROM : G. MICHAEL SIMON  
5232 SW 11TH PLACE  
CAPE CORAL, FLORIDA 33914  
(941) 540-1240

RECEIVED  
DIVISION OF CORPORATIONS  
MAY 14 1997  
TALLAHASSEE, FLORIDA

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION  
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL G. MICHAEL  
SIMON AT (941) 540-1240 AND THANK YOU.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 1:22

RP  
5/17/97

**ARTICLES OF INCORPORATION**

**OF**

**BIO-KILL INTERNATIONAL, INC.**

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE :  
**BIO-KILL INTERNATIONAL, INC.**

FILED  
CLERK OF DISTRICT  
COURT OF FLORIDA  
97 MAY -5 PM 1:22

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF **SALES AND SERVICE** AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. CAPITAL STOCK**

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE **100** PAR VALUE SHARES OF COMMON CAPITAL STOCK.

**ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

**" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "**

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : **THREE (3)**. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

**G. MICHAEL SIMON, 5232 SW 11TH PLACE, CAPE CORAL, FLORIDA 33914  
WILHELM ENGEL, 2926 SW SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914  
HERBERT ZUBER, 2926 SW SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914**

## **ARTICLE VIII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

## **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

**621 EAST CAPE CORAL PARKWAY, CAPE CORAL, FLORIDA 33904**

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

**G. MICHAEL SIMON**

**ARTICLE X. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

G. MICHAEL SIMON, 5232 SW 11TH PLACE, CAPE CORAL, FLORIDA 33914

**ARTICLE XI. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

*ms*  
INCORPORATOR - G. MICHAEL SIMON

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT AND AGREE TO SERVE AS THE REGISTERED AGENT OF **BIO-KILL INTERNATIONAL, INC.** I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR **BIO-KILL INTERNATIONAL, INC.**

*ms*  
REGISTERED AGENT - G. MICHAEL SIMON

STATE OF FLORIDA  
COUNTY OF LEE

ON April 30<sup>th</sup> 1997, G. MICHAEL SIMON, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF **BIO-KILL INTERNATIONAL, INC.**

*Marcy L. Makar*  
NOTARY PUBLIC

Marcy L. Makar  
NOTARY PUBLIC - PRINTED NAME



COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

( SEAL )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 1:28

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 1:22