

Florida Department of State
Division of Corporations
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To: Division of Corporations
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9557597

MAY 21 2015

K. WHITE

From: Account Name : C T CORPORATION SYSTEM
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5/20/15

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CRYPTZONE US INC.

Certificate of Status	0
Certified Copy	1
Page Count	056
Estimated Charge	\$43.75

RECEIVED

15 MAY 21 PM 3:37

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

15 MAY 20 PM 3:35

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PLEASE GIVE ORIGINAL SUBMISSION
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5/20/15

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

E13000004694

(Document number of corporation (if known))

1. Cryptzone U.S. Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 10/29/2011

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/2014

5. Cryptzone North America Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Andy Jones
(Typed or printed name of person signing)

CHIEF FINANCIAL OFFICER
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CRYPTZONE US INC.", A DELAWARE CORPORATION,
WITH AND INTO "CRYPTZONE NORTH AMERICA INC." UNDER THE NAME OF "CRYPTZONE NORTH AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 3:15 O'CLOCK P.M.

3213831 8100M

150735816

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2399353

DATE: 05-21-15

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:21 PM 12/31/2014
 FILED 09:15 PM 12/31/2014
 SRV 141608959 - 3219831 FILE

**CERTIFICATE OF MERGER
 OF
 CRYPTZONE US INC.
 WITH AND INTO
 CRYPTZONE NORTH AMERICA INC.
 UNDER SECTION 251 OF THE GENERAL
 CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Cryptzone North America Inc., a Delaware corporation ("Cryptzone NA"), hereby certifies the following information relating to the merger of Cryptzone US Inc., a Delaware corporation, with and into Cryptzone NA, with Cryptzone NA being the surviving entity after the merger (the "Merger"):

FIRST: The name and state of incorporation of each of the constituent corporations party to the Merger (the "Constituent Corporations") are as set forth below:

<u>Name</u>	<u>Jurisdiction of Formation or Incorporation</u>
Cryptzone North America Inc.	Delaware
Cryptzone US Inc.	Delaware

SECOND: The Contribution Agreement and Agreement and Plan of Merger, dated December 31, 2014, as amended (the "Agreement"), by and among the Constituent Corporations, CZ Acquisition, Inc., a Delaware corporation, Cryptzone International Holdings Inc., a Delaware corporation, and Cryptzone International AB, a Swedish company, setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger is Cryptzone North America Inc. (the "Surviving Corporation").

FOURTH: Upon this Certificate of Merger having been accepted for filing by the Secretary of State of the State of Delaware (the "Effective Time"), the Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided therein or pursuant to the DGCL.


FIFTH: The executed Agreement is on file at the office of the Surviving Corporation, located at Cryptzone North America Inc., One Tara Boulevard, Suite 104, Nashua, New Hampshire 03062.

SIXTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, Cryptzone North America Inc. has caused this Certificate of Merger to be executed on the 31st day of December, 2014.

CRYPTZONE NORTH AMERICA INC.

By: 
Name: Kurt M. Gelsmann
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRYPTZONE NORTH AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CRYPTZONE NORTH AMERICA INC." WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3213831 8300

150716166

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2392431

DATE: 05-19-15