

Division of Corporations

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P97000088600

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

GREILING CRYOGENICS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GREILING HOLDINGS, INC., a Florida corporation, document number
P97000088600

INTO

GREILING CRYOGENICS, INC., a Kentucky entity not qualified in Florida

File date: March 29, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. Greiling Holdings, Inc., a Florida corporation ("Company A"), shall be merged with and into Greiling Cryogenics, Inc., a Kentucky corporation ("Company B"), which shall be the surviving corporation.

2. The merger shall become effective as of 12:00 a.m. on March 29, 2002, 2002 (the "Effective Time").

3. The Plan of Merger dated January 1, 2002, pursuant to which Company A shall be merged with and into Company B (the "Merger"), was unanimously adopted by the shareholders of Company A by resolutions adopted on January 2, 2002, and by the shareholders of Company B by resolution adopted January 2, 2002. A copy of the Plan of Merger is attached as Exhibit A.

4. The principle office address of Company B is: 2022 Cardinal Harbour Road
Prospect, KY 40059

5. Company B appoints the Florida Secretary of State as its agent for service of process in a proceeding in Florida to enforce any obligation or the rights of dissenting shareholders, if any, of Company A.

6. Company B has agreed to promptly pay to the dissenting shareholders of Company A an amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Company A and Company B by their authorized officers as of January 2, 2002.

GREILING HOLDINGS, INC.

By: NAN C. GREILING

Name: Nan C. Greiling

Title: President

By: _____

Name: _____

Title: Secretary

GREILING CRYOGENICS, INC.

By: _____

Name: PAUL R. GREILING, JR.

Title: President

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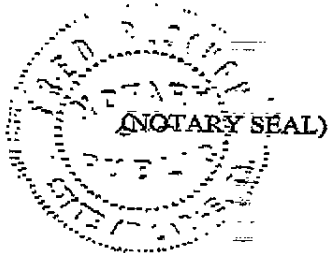
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By: Name: PAUL R. GREILING, JR.Title: Secretary

ACKNOWLEDGMENT

STATE OF KENTUCKY
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 2nd day of January, 2002, by Nan C. Greiling, as President of Greiling Holdings, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification and did take an oath.



Signature of Notary Public

Fred R. Simon

Print Name of Notary Public

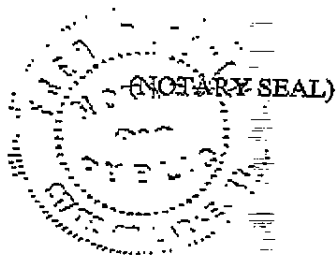
Commonwealth of Kentucky

I am a Notary Public of the ~~State of Florida~~ and
my commission expires on October 25, 2002

ACKNOWLEDGMENT

STATE OF KENTUCKY
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 2nd day of January, 2002, by Paul R. Greiling, Jr. as President of Greiling Cryogenics, Inc., a Kentucky corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification and did take an oath.



Signature of Notary Public

Fred R. Simon

Print Name of Notary Public

Commonwealth of Kentucky

I am a Notary Public of the ~~State of Florida~~ and
my commission expires on October 25, 2002

PWR-466795.1

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is made and entered into as of the first day of January, 2002, by and between (i) **GREILING HOLDINGS, INC.**, a Florida corporation ("Greiling Holdings"), and (ii) **GREILING CRYOGENICS, INC.**, a Kentucky corporation ("Greiling Cryogenics").

ARTICLE 1.

- a. **Merger of Greiling Holdings with and into Greiling Cryogenics.** Subject to the terms and conditions of this Plan of Merger, Greiling Holdings shall be merged with and into Greiling Cryogenics ("Merger"), effective as of 12:00 a.m. on January 15, 2002, following the filing of appropriate Articles of Merger with the Secretary of State of the Commonwealth of Kentucky ("Effective Time"). The separate corporate existence of Greiling Holdings shall thereupon cease; Greiling Cryogenics shall be the surviving entity and the separate corporate existence of Greiling Cryogenics, with all its purposes, objects, rights, privileges, powers, franchises, and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act.
- b. **Effect of Merger.** At and after the Effective Time:
- i. Greiling Cryogenics shall possess all of the respective rights, privileges, immunities, powers, franchises, and interests of Greiling Holdings in and to every type of property (real, personal, and mixed), and choses in action, all of which shall be transferred to, and vested in, Greiling Cryogenics by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal, or administrative, pending by or against Greiling Holdings may be continued as if the Merger did not occur, or Greiling Cryogenics may be substituted in the proceeding for Greiling Holdings in such action or proceeding.
 - ii. Greiling Cryogenics shall be liable for all liabilities of Greiling Holdings, and all debts, liabilities, obligations, and contracts of Greiling Holdings, whether matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on the balance sheet, books of account, or records of Greiling Holdings, shall be those of Greiling Cryogenics and shall not be released or impaired by

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the Merger. Further, all rights of creditors and other obligees and all liens on properties of Greiling Holdings shall be preserved unimpaired.

- c. **Additional Actions.** If, at any time after the Effective Time, Greiling Cryogenics shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (1) vest, perfect, or confirm of record or otherwise, in Greiling Cryogenics its rights, title, or interest in, to, or under any of the rights, properties, or assets of Greiling Holdings acquired or to be acquired by Greiling Cryogenics as a result of, or in connection with, the Merger, or (2) otherwise carry out the purposes of this Plan of Merger, Greiling Holdings and the proper officers and directors of Greiling Holdings shall be deemed to have granted to Greiling Cryogenics an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments, and assurances in law, (b) do all acts necessary or proper to vest, perfect, or confirm title to and possession of such rights, properties, or assets in Greiling Cryogenics, and (c) otherwise carry out the purposes of this Plan of Merger. The members of Greiling Cryogenics are fully authorized in the name of Greiling Holdings or otherwise to take any and all such actions.

ARTICLE 2.

- a. **Conversion of Stock.** At the Effective Time:
- i. Each share of Greiling Holdings Common Stock, \$1.00 par value per share ("Greiling Holdings Common Stock"), which is issued and outstanding immediately prior to the Effective Time shall, ipso facto and without any action on the part of the holder thereof, become and be converted into one share of Greiling Cryogenics Common Stock ("Greiling Cryogenics Common Stock") and the stockholders of Greiling Holdings shall be deemed to have made aggregate capital contributions to Greiling Cryogenics in a net amount equal to the book value of each stockholders shares at the time of Merger.
 - ii. The common stock of the stockholders of Greiling Cryogenics shall remain unaffected by the Merger.
- b. **Exchange of Greiling Holdings Stock for Greiling Cryogenics Stock.** As soon as practicable after the Effective Time, the stockholders of Greiling Holdings shall surrender to Greiling Cryogenics any certificates which prior to the Effective Time shall have represented any shares of Greiling Holdings Common Stock. Until surrendered as contemplated by the preceding sentence, each certificate which immediately prior to the Effective Time shall have

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Greiling Cryogenics Common Stock into which it shall have been converted.

ARTICLE 3.

- a. **Articles of Organization.** From and after the Effective Time, the Articles of Incorporation of Greiling Cryogenics shall be the Articles of Incorporation of the surviving entity.
- b. **Bylaws and Resolutions.** From and after the Effective Time, the Bylaws and Resolutions of Greiling Cryogenics, as the surviving entity, shall be the Bylaws and Resolutions of the surviving entity.

ARTICLE 4.

- a. **Stockholder Approval.** It shall be a condition to the consummation of the Merger that the Merger and this Plan of Merger be submitted to the stockholders of Greiling Holdings and the stockholders of Greiling Cryogenics and be approved by the stockholders of Greiling Holdings and all of the stockholders of Greiling Cryogenics.

ARTICLE 5.

- a. **Governing Law.** This Plan of Merger shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky without regard to its conflict of laws rules.
- b. **Abandonment.** The Merger may be abandoned at any time prior to the Effective Time by action of the Board of Directors of Greiling Holdings or the Board of Directors of Greiling Cryogenics, notwithstanding approval thereof by the stockholders of Greiling Holdings and the stockholders of Greiling Cryogenics.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on their behalf as of the day and year first above written.

GREILING HOLDINGS, INC., a Florida
Corporation

By: Nan C. Greiling
NAN C. GREILING, President

GREILING CRYOGENICS, INC., a Kentucky
Corporation

By: Paul R. Greiling, Jr.
PAUL R. GREILING, JR., President

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ARTICLES OF MERGER OF GREILING HOLDINGS, INC.
INTO GREILING CRYOGENICS, INC.

Pursuant to provisions of KRS 271B.11-010 *et seq.*, the undersigned entities ("Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging Greiling Holdings, Inc., a Florida corporation, with and into Greiling Cryogenics, Inc., a Kentucky corporation, which shall be the surviving entity in the Merger.

- FIRST: The names of each of the Constituent Entities are Greiling Holdings, Inc., and Greiling Cryogenics, Inc. Greiling Holdings, Inc., is a corporation organized under the laws of the State of Florida. Greiling Cryogenics, Inc. is a corporation organized under the laws of the Commonwealth of Kentucky.
- SECOND: The Plan of Merger duly authorized and approved by each of the Constituent Entities is attached hereto as Exhibit A and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD: The name of the surviving entity is Greiling Cryogenics, Inc.
- FOURTH: The Plan of Merger was duly authorized and approved by each of the Constituent Entities in accordance with the provisions of KRS 271B.11-010 *et seq.*
- FIFTH: The merger shall be effective as of 12:00 a.m. on January 15, 2002.

Dated: January 2, 2002GREILING HOLDINGS, INC., a Florida
CorporationBy: Nan C. Greiling
NAN C. GREILING, PresidentGREILING CRYOGENICS, INC., a Kentucky
CorporationBy: Paul R. Greiling, Jr.
PAUL R. GREILING, JR., President

The foregoing instrument was prepared by:

Fred R. Simon
FRED R. SIMON, ATTORNEY
Atherton Simon & Carter LLP
624 W. Main Street, 5th Floor
Louisville, Kentucky 40202
(502) 595-8500

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