

P98000002363  
CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Smythe Acquisition Corp. (Corporation Name) P98-2363 (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/  
QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

RECEIVED  
98 SEP -4 PM 2:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

FILED

98 SEP -4 PM 2:53

Examiner's Initials

9/8/98

**ARTICLES OF MERGER**  
**Merger Sheet**

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**MERGING:**

**UNITED STATES CRYOBANKS OF FLORIDA, INC., a Fla corp. P95000021718**

**INTO**

**SMYTHE ACQUISITION CORP. which changed its name to**

**CRYOBANKS INC., a Florida corporation, P98000002363**

**File date: September 4, 1998**

**Corporate Specialist: Annette Hogan**

**ARTICLES OF MERGER**  
**OF**  
**UNITED STATES CRYOBANKS OF FLORIDA, INC.,**  
**INTO**  
**SMYTHE ACQUISITION CORP.**

**FILED**  
**98 SEP -4 PM 2:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

**FIRST:** The plan of merger is as follows:

1. United States Cryobanks of Florida, Inc., a Florida corporation ("Cryobanks") shall merge into Smythe Acquisition Corp., a Florida corporation ("Smythe"), and Smythe shall be the surviving corporation.

2. The shareholders of Cryobanks shall, upon consummation of the Merger, be issued an aggregate of One Million Six Hundred and One Thousand, Nine Hundred and Fifty (1,601,950) Shares of common stock of Smythe's parent company, Smythe Industries, Ltd., a Delaware corporation ("Parent Co."). These shares shall be issued to the shareholders of Cryobanks pro rata, based on the number of shares of Cryobanks common stock owned by them of record prior to the Merger.

3. Upon consummation of the Merger, Smythe shall change its name to "Cryobanks Inc." and the articles of incorporation of Smythe are being amended to effect this change of name.

4. All issued and outstanding warrants or options to purchase shares of common stock of Cryobanks shall automatically, upon consummation of the Merger, be converted into warrants or options to purchase shares of common stock of Parent Co. The number of shares the holder of any warrant or option is entitled to purchase shall be adjusted based on the number of shares of Parent Co. they would have been entitled to purchase if their warrants or options had been exercised immediately prior to the consummation of the Merger. The per share exercise price of any such warrant or option shall be proportionately reduced. The board of directors of Smythe may make any adjustments to the number of warrants or options as it deems equitable in connection with the merger of Cryobanks into Smythe.

**SECOND:** The effective date of the Merger is the date on which these Articles of Merger are accepted for filing by the Department of State of the State of Florida.

**THIRD:** The Merger was approved by Unanimous Written Consent of the Shareholders of Smythe dated August 20, 1998 and by Written Consent of the Shareholders of Cryobanks dated April 29, 1998.

Signed this 27 day of August, 1998:

**UNITED STATES CRYOBANKS OF FLORIDA, INC.**

By: 

Dwight Brunoehler  
President

**SMYTHE ACQUISITION CORP.**

By: 

Adam S. Gottbetter  
President