

NUM 1/26/00

02-28-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

JAN 26 2000

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/25/2000 DNGUYEN 00000281 833021

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002026 FRAME: 0625

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------|----------------------|----------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="833021"/> | <input type="text" value="1343000"/> | <input type="text" value="1539468"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2254277"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

EUGENE CHOVANES

JAN. 26, 2000

Name of Person Signing

Signature

Date Signed

MANUEL GARZA RODRÍGUEZ

Attorney at Law

The undersigned Manuel Garza Rodriguez, attorney at law and holder of Notary Public Office Number 78 (seventy eight) operating in the City of Monterrey, capital of the State of Nuevo Leon, Mexico,

CERTIFIES:

1. That the Merger Agreement per Incorporation, in pursuance of which, DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V., the Absorbed Company, agreed to merge into MOLINOS AZTECA DE DURANGO, S.A. DE C.V. the Absorbing or Surviving Company, is recorded in Deed 12,277 (twelve thousand three hundred seventy seven) dated March 16 (sixteen), 1999 (one thousand nine hundred ninety nine), executed before the undersigned Notary Public and entered in the Public Business Registry of this capital under Number 2020 (two thousand twenty), sheet without number, volume 209-41 (two hundred nine hyphen forty one), Book 4 (four), Third Auxiliary of Various Proceedings and Contracts, Business Section, dated March 22 (twenty two), 1999 (one thousand nine hundred ninety nine). The base Clauses of the said Agreement in its relevant part are as follows:

CLAUSES

ONE. Under the terms of Articles 182 (one hundred eighty two), section VII (seven) and 222 (two hundred twenty two) of the General Law on Business Companies, a merger per incorporation was agreed to, in which MOLINOS AZTECA DE DURANGO, S.A. DE C.V., will be the Absorbing or Surviving Company and DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V., the Absorbed Company.

TWO. The merger will be in effect for the shareholders and between the absorbing company and the absorbed company, as of March 1, 1999; and for third parties as of the date of the merger recording in the Public Business Registry of the company place of business. To that effect, the absorbing company will pay all the absorbed company's debts in accordance with Article 225 (two hundred twenty five) of the General Law on Business Companies.

THREE. All assets and liabilities of DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V., are transferred to the Absorbing Company, MOLINOS AZTECA DE DURANGO, S.A. DE C.V., at the book value that the absorbed company may have in accordance with Financial Statements as of February 1999, in such a manner that by reason of the merger the Absorbing Company becomes the owner of all assets, credits, rights, securities and in general of all that which may belong to the Absorbed Company de facto and de jure. Likewise, the Absorbing Company will take charge of the Absorbed Company's obligations and responsibilities. Possible adjustments to Financial Statements

specified by the National Treasury or by Auditors according to rules and practices of the law, shall be agreed to and acknowledged by the Absorbing Company.

2. That the General Extraordinary Shareholders Meeting of MOLINOS AZTECA DE DURANGO, S.A. DE C.V., held on March 15 (fifteen), 1999 (one thousand nine hundred ninety nine) in which it was agreed to change the corporate name to INVESTIGACIÓN DE TECNOLOGÍA AVANZADA, S.A. DE C.V., was put on record in Deed 12,388 (twelve thousand three hundred eighty eight) dated March 22 (twenty two), 1999 (one thousand nine hundred ninety nine), executed before the undersigned Notary Public and recorded in the Public Business Registry of this capital under Number 2,104 (two thousand one hundred four), sheet without number, volume 209-43 (two hundred nine hyphen forty three), Book 4 (four), Third Auxiliary for Various Proceedings and Contracts, Business Section, dated March 24 (twenty four), 1999 (one thousand nine hundred ninety nine), after previous Permit 19002145, File 8519003205, sheet 3435 dated March 22 (twenty two), 1999 (one thousand nine hundred ninety nine), issued by the Delegate's Office of the Secretary of Foreign Relations Office in Nuevo Leon.

I put all this on record for pertinent legal effects on June 29 (twenty nine), 1999 (one thousand nine hundred ninety nine), in the City of Monterrey, Nuevo León, México

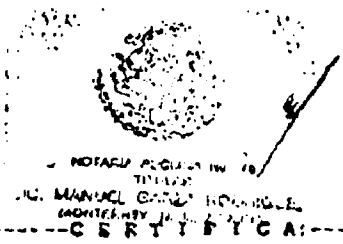
Manuel Garza Rodriguez (signature)
Attorney at Law and Notary Public No. 78
(GARM-390521 JD...)

(SEAL: Notary Public No. 78
Holder:
Manuel Garza Rodriguez
Attorney at Law
Monterrey, N.L., Mexico)



ARMA PUBLICA No. 78
TITULAR
Manuel Garza Rodriguez
Monterrey, N. L., Mex.

EL SUSCRITO LICENCIADO MANUEL GARZA RODRIGUEZ, TITULAR DE LA NOTARIA PUBLICA NUMERO 78 (SETENYA Y OCHO) CON EJERCICIO EN LA CIUDAD DE MONTERREY, CAPITAL DEL ESTADO DE NUEVO LEON, MEXICO.



CERTIFICA:

-----1.----- Que en Escritura 12.377 (dos mil trescientos setenta y siete) de fecha 19 (diecinueve) de Marzo de 1999 (mil novecientos noventa y nueve), pasada ante la fe del suscrito Notario, inscrita en el Registro Público de Comercio de esta capital bajo el No. 2020 (dos mil veinte), folio sin número, volumen 209-41 (doscientos nueve guión cuarenta y uno), Libro 4 (cuatro), Tercer Auxiliar Actos y Contratos Diversos, Sección de Comercio de fecha 22 (veintidos) de marzo de 1999 (mil novecientos noventa y nueve), se hizo conocer el Convenio de Fusión por Incorporación en virtud del cual DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V. como Sociedad Fusionada acordó fusionarse a MOLINOS AZTECA DE DURANGO, S.A. DE C.V. como Sociedad Fusionante o Superviviente, siendo el Clausulado base de dicho Convenio en su parte relativa el siguiente:-----

-----CLAUSULAS:-----

-----PRIMERA: En los términos de los Artículos 182 (ciento ochenta y dos) fracción VII (siete) y 222 (doscientos veintidos) de la Ley General de Sociedades Mercantiles, se acuerda la FUSIÓN POR INCORPORACIÓN en la que MOLINOS AZTECA

DE DURANGO, S.A. DE C.V. tendrá el carácter de Fusionante o Superviviente y DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V. es la Sociedad Fusionada.

---SEGUNDA: La fusión surtirá sus efectos entre los accionistas y entre la fusionante y fusionada a partir del 1° de Marzo de 1999 y ante terceros a partir de la fecha de su inscripción en el Registro Público de Comercio del domicilio social, para lo cual la fusionante pagará todas las deudas de la fusionada conforme al Artículo 225 (doscientos veinticinco) de la Ley General de Sociedades Mercantiles.

---TERCERA: Todos los activos y pasivos de DESARROLLO INDUSTRIAL Y TECNOLÓGICO, S.A. DE C.V. se transfieren a la Fusionante MOLINOS AZTECA DE DURANGO, S.A. DE C.V. al valor en libros que tenga conforme a los Estados Financieros al 28 de febrero de 1999, de tal manera que en virtud de la fusión, la Fusionante se convierte en dueña de todos los bienes, créditos, derechos, valores y en general todo lo que de hecho y por derecho pertenecían a la fusionada y también se hará cargo de todas sus obligaciones y responsabilidades. Los posibles ajustes a los Estados Financieros, señalados por el Fisco o los Auditores que sean procedentes, serán aceptados y reconocidos por la Fusionante.


---2) Que en Escritura 12,308 (doce mil trescientos ochenta y ocho) de fecha 23 (veintidós) de Marzo de 1999 (mil novecientos noventa y nueve), pasada ante la fe del suscrito Notario, inscrita en el registro Público de Comercio de este capital bajo el No. 2,104 (dos mil ciento cuatro), folio sin número, volumen 208-43 (doscientos nueve guiso cuarenta y tres), Libro 4 (cuatro), Tercer Auxiliar Actos y Contratos

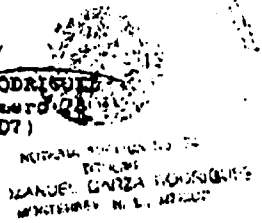
LIC. MANUEL GARZA RODRIGUEZ



AMA PUBLICA No. 78
TITULAR
Licenciado Manuel Garza Rodriguez
Monterrey, N. L., Mex.

Diversos. Sección de Comercio de fecha 24 (veinticuatro) de marzo de 1999 (mil novecientos noventa y nueve), previo Permiso 19002145, Expediente 9519003305, folio 3435 de fecha 22 (veintidos) de Marzo de 1999 (mil novecientos noventa y nueve), expedido por la Delegación Nuevo León de la Secretaría de Relaciones Exteriores, se protocolizó la Asamblea General Extraordinaria de Accionistas de MOLINOS AZTECA DE DURANGO, S.A. DE C.V. celebrada el 15 (quince) de Marzo de 1999 (mil novecientos noventa y nueve), en la que se acordó cambiar la denominación social por la de INVESTIGACION DE TECNOLOGIA AVANZADA, S.A. DE C.V. -----
LO QUE ME PERMITO HACER CONSTAR PARA LOS EFECTOS LEGALES A QUE HUBIERE LUGAR EN LA CIUDAD DE MONTERREY, NUEVO LEON, MEXICO, A LOS (29) VEINTINUEVE DIAS DEL MES DE JUNIO DE 1999 (MIL NOVECIENTOS NOVENTA Y NUEVE). -----


LIC. MANUEL GARZA RODRIGUEZ
Notario Público Número 08
(GARM-360821-JD7)



CAYCEDO'S TRANSLATION & INTERPRETING SERVICE

Court Interpreter and Translator

730 Marshall Drive

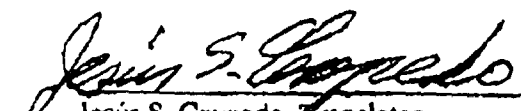
West Chester, Pennsylvania 19380-2364

Telephone (610) 344-7205

Fax (610) 344-9643

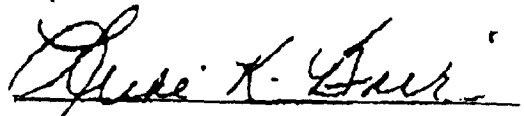
COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF CHESTER)

This is to certify that the following is, to the best of my knowledge and belief, a true and accurate translation, into English, of the attached Spanish-language Notary Public Certification of the Merger of Desarrollo Industrial y Tecnológico, S.A. de C.V., into Molinos Azteca de Durango, S.A. de C.V.



Jesús S. Caycedo, Translator
Caycedo's Translation Service

Sworn and subscribed to before me this 15th day of July, 1999.



Notary Public

Notary Seal:
Leslie K. Bair, Notary Public
West Chester Boro, Chester County
My Commission Expires Aug. 2, 1999
Member, Pennsylvania Association of Notaries