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06-15-2000



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Interstate Payco Seed Company

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Advanta USA, Inc.

Internal Address:

Street Address: 2369 330th Street

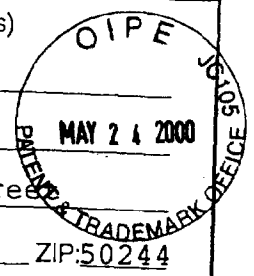
City: Slater State: Iowa ZIP: 50244

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger/Change of Name

Execution Date: 12-28-99

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donald C. Lucas

Internal Address: BIERMAN, MUSERLIAN AND LUCAS

Street Address: 600 Third Avenue

City: New York State: NY ZIP: 10016

06/14/2000 DNGUYEN 00000189 1341311

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed
- Authorized to charge any fee due or credit any overpayment to deposit account

8. Deposit account number:

02-2275

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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02 FC:482

40.00 OP
50.00 OP

9. 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.

Donald C. Lucas
Name of Person Signing

Donald C. Lucas
Signature

5-24-00

Date

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Total number of pages including cover sheet, attachments, and document:

SCHEDULE

Interstate Payco Seed Co. - U.S. Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
IS & Design	1,341,311	6-11-85
INTERSTATE & Design	1,448,768	7-21-87
PAYCO	2,064,856	5-27-97

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

- "ADVANTA SEEDS PACIFIC INC.", A OREGON CORPORATION,
 - "ADVANTA USA, INC.", A DELAWARE CORPORATION,
 - "ARRIPEO SEEDS, INC.", A DELAWARE CORPORATION,
 - "BEAVER CREEK GENETICS, INC.", A DELAWARE CORPORATION,
 - "BEAVER CREEK GENETICS, LLC", A TEXAS LIMITED LIABILITY COMPANY,
 - "INTERSTATE PAYCO SEED COMPANY", A DELAWARE CORPORATION,
- WITH AND INTO "MARTI SEED COMPANY" UNDER THE NAME OF "ADVANTA USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0171994
DATE: 12-30-99

AGREEMENT AND PLAN OF MERGER**OF**

**AGRIPRO SEEDS, INC.
 ADVANTA USA, INC.
 ADVANTA SEEDS PACIFIC INC.
 INTERSTATE PAYCO SEED COMPANY
 BEAVER CREEK GENETICS, LLC
 BEAVER CREEK GENETICS, INC.**

WITH AND INTO**GARST SEED COMPANY**

AGREEMENT AND PLAN OF MERGER, dated this 28th day of December, 1999, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Garst Seed Company, a Delaware corporation ("Garst"), AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., an Oregon corporation, Interstate Payco Seed Company, a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation.

1. The effective date of the Merger (the "Effective Date") shall be January 1, 2000.
2. On the Effective Date:
 - (a) The following entities (the "Constituent Companies"), shall be merged with and into Garst, and the separate existence of each of the Constituent Companies shall cease:

**AgriPro Seeds, Inc., a Delaware corporation
 Advanta USA, Inc., a Delaware corporation
 Advanta Seeds Pacific Inc., an Oregon corporation
 Interstate Payco Seed Company, a Delaware corporation
 Beaver Creek Genetics, LLC, a Texas limited liability company
 Beaver Creek Genetics, Inc., a Delaware corporation**
 - (b) Garst shall be the corporation surviving the Merger (the "Surviving Corporation"), and shall assume all of the Constituent Companies' liabilities and obligations and shall succeed to all of the Constituent Companies' assets.
 - (c) The Certificate of Incorporation of Garst in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST, including any amendments thereto, be deleted in its entirety and in lieu thereof, the following Article FIRST be, and

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hereby is, adopted to read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Advanta USA, Inc.

- (d) The Bylaws of Garst in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with their terms and the Delaware Corporation Code.
- (e) The following officers and directors shall be the officers and directors of the Surviving Corporation, until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation:

Directors

Colin R. Seacombe

Graham Walker

Officers

President

Vice President-Garst/AgriPro

Vice President-Interstate

Vice President-AgriPro Wheat

Secretary

Treasurer

Assistant Treasurer

Colin R. Seacombe

W. David Witherspoon, Jr.

Bruce Howland

Robert Bruns

Robert A. Sims

Marcy Hansen

LaDon Johnson

- (f) The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations and Garst shall be as follows:
- (i) All shares of common stock of Garst which shall be issued and outstanding on the Effective Date, shall remain issued and outstanding;
- (ii) All shares of each of the Constituent Companies (except Beaver Creek Genetics, LLC) common stock shall be, without further act or deed, canceled and extinguished;
- (iii) All member interests of Beaver Creek Genetics, LLC, shall be, without further act or deed, canceled and extinguished.
3. The Surviving Corporation shall be responsible for the payment of all applicable filing fees and franchise taxes and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.
4. If at any time the Surviving Corporation determines that any further action is necessary or desirable to vest, perfect or confirm in the Surviving Corporation, according to the terms hereof, title to any property rights of the Constituent Companies, the former officers and directors of the Constituent Companies and each of them shall take such action as is

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necessary or desirable to vest, perfect or confirm title in such property or rights in the Surviving Corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

- 5. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any Constituent Corporation or Garst at any time prior to the time that this Agreement and Plan of Merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, each of the Constituent Companies and Garst has caused this Agreement and Plan of Merger to be signed in its name by its duly authorized officer, all on the date first above written.

GARST SEED COMPANY

By: Robert A. Sims
Robert A. Sims, Secretary

AGRIPRO SEEDS, INC.

By: Robert A. Sims
Robert A. Sims, Secretary

ADVANTA USA, INC.

By: Robert A. Sims
Robert A. Sims, Secretary

ADVANTA SEEDS PACIFIC INC.

By: Robert A. Sims
Robert A. Sims, Secretary

INTERSTATE PAYCO SEED COMPANY

By: Robert A. Sims
Robert A. Sims, Secretary

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BEAVER CREEK GENETICS, LLC

By: *Robert A. Sims*
Robert A. Sims, Manager

BEAVER CREEK GENETICS, INC.

By: *Robert A. Sims*
Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of Garst Seed Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., an Oregon corporation, Interstate Payco Seed Company, a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding one hundred one (101) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said Garst Seed Company and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of December, 1999.

Robert A. Sims
Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of AgriPro Seeds, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., an Oregon corporation, Interstate Payco Seed Company, a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding one hundred (100) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said AgriPro Seeds, Inc. and the duly adopted agreement and act of the said corporation.

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WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of Advanta USA, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, AgriPro Seeds, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., an Oregon corporation, Interstate Payco Seed Company, a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding four hundred seventy-seven (477) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said Advanta USA, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of Advanta Seeds Pacific Inc., a corporation organized and existing under the laws of the State of Oregon, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Interstate Payco Seed Company, a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 60.501 of the Oregon Business Corporation Act by the unanimous written consent of the stockholders holding three hundred (300) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said Advanta Seeds Pacific Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of Interstate Payco Seed Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been

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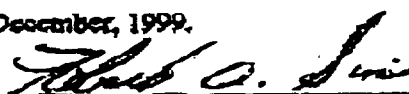
first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., a Delaware corporation, Beaver Creek Genetics, LLC, a Texas limited liability company, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding one hundred (100) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said Interstate Payco Seed Company and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Secretary

I, Robert A. Sims, Secretary of Beaver Creek Genetics, LLC, a limited liability company organized and existing under the laws of the State of Texas, hereby certify, as such Manager, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., a Delaware corporation, Interstate Payco Seed Company, a Delaware corporation, and Beaver Creek Genetics, Inc., a Delaware corporation, was duly adopted pursuant to section 10.01 of the Texas Limited Liability Company Act by the unanimous written consent of the members holding one hundred percent (100%) of the member interests of said limited liability company, which Agreement and Plan of Merger was thereby adopted as the act of the members of said Beaver Creek Genetics, LLC and the duly adopted agreement and act of the said limited liability company.

WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Manager

I, Robert A. Sims, Secretary of Beaver Creek Genetics, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Garst Seed Company, a Delaware corporation, AgriPro Seeds, Inc., a Delaware corporation, Advanta USA, Inc., a Delaware corporation, Advanta Seeds Pacific Inc., a Delaware corporation, Interstate Payco Seed Company, a Delaware corporation, and Beaver Creek Genetics, LLC, a Texas limited liability company, was duly adopted pursuant to section 225 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding three hundred (300) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as

the act of the stockholders of said Beaver Creek Genetics, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of December, 1999.


Robert A. Sims, Secretary

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