

07-12-2000



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REI SHEET

TRADEMARKS ONLY

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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

- 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
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization
- 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.)

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FOR OFFICE USE ONLY

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40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002098 FRAME: 0904

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" value="75/664,421"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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): \$

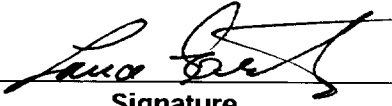
Method of Payment: Enclosed Deposit Account

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

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.

Lance A. Foster  22 JUNE 00
Name of Person Signing Signature Date Signed



The State of Texas

Secretary of State

SEP. 24, 1999

ROBERT R CASEY--JONES WALKER ET AL
5TH FL. FOUR UNITED PLAZA 8555 UNITED PLAZA
BATON ROUGE LA 70809

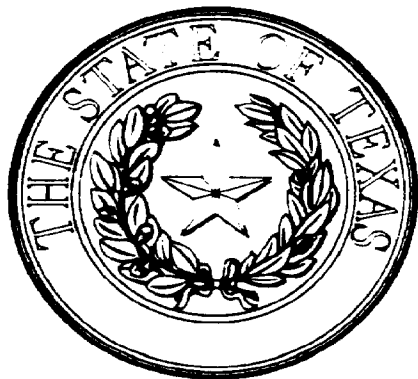
RE:
INTERNATIONAL BIOCHEMICALS GROUP, LTD.
FILING NUMBER 00124559-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD
YOUR CERTIFICATE OF MERGER. THE APPROPRIATE EVIDENCE IS
ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN
THIS OFFICE.

PAYMENT FOR THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE CONTACT
OUR OFFICE AT (512) 463-5581.

VERY TRULY YOURS,



A handwritten signature in cursive script, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

TRADEMARK
REEL: 002098 FRAME: 0906

CERTIFICATE OF MERGER

Pursuant to Section 211(d) of the Texas Limited Partnership Act, the undersigned, International Biochemicals Group, Inc. and International Biochemicals Group, Ltd. hereby certify the following:

(1) A complete copy of the Plan of Merger of International Biochemicals Group, Inc. into International Biochemicals Group, Ltd. is attached hereto and was approved by International Biochemicals Group, Inc. and its shareholders and International Biochemicals Group, Ltd. on September 7, 1999.

(2) The Certificate of Limited Partnership of International Biochemicals Group, Ltd. which is formed pursuant to the Plan of Merger is attached hereto.

(3) An executed copy of the Plan of Merger is on file at the principal place of business of International Biochemicals Group, Ltd.

(4) A copy of the Plan of Merger has been furnished to each partner of International Biochemicals Group, Ltd.

(5) The Plan of Merger was duly authorized by all actions required under law by International Biochemicals Group, Inc. and International Biochemicals Group, Ltd.

WITNESSES:

Marilyn Beakall
Peggy Morris

INTERNATIONAL BIOCHEMICALS GROUP, INC.

By: [Signature]
Joseph Peter Perez, President

INTERNATIONAL BIOCHEMICALS GROUP, LTD.

By: **JOSEPH P. PEREZ, L.L.C.,
General Partner**

By: [Signature]
Joseph P. Perez, Sole Member

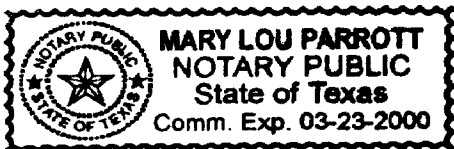
By: **ANN H. PEREZ, L.L.C.,
General Partner**

By: [Signature]
Ann H. Pérez, Sole Member

B0084077.1

-3-

*I certify this is a
true copy
Mary Lou Parrott
2/10/2000*



**PLAN OF MERGER
OF
INTERNATIONAL BIOCHEMICALS GROUP, INC.
INTO
INTERNATIONAL BIOCHEMICALS GROUP, LTD.**

Pursuant to Texas Revised Civil Statutes, Article 6132a-1, Section 2.11 and Section 263 of the Delaware General Corporation Law, International Biochemicals Group, Inc., a Delaware corporation, and International Biochemicals Group, Ltd., a Texas limited partnership, herewith set forth their plan of merger as follows:

(1) The name and state of domicile of each entity is as follows:

International Biochemicals Group, Inc., a Delaware corporation, the principal office of which is located at 2204 Timberloch Place, Suite 260, The Woodlands, Texas 77380

International Biochemicals Group, Ltd., a Texas limited partnership, the principal office of which is located at 2204 Timberloch Place, Suite 260, The Woodlands, Texas 77380

International Biochemicals Group, Ltd., a Texas limited partnership, will be created as a result of this merger.

(2) All shares of outstanding capital stock in International Biochemicals Group, Inc. will be converted into shares of interest in International Biochemicals Group, Ltd., on the basis of all outstanding shares of International Biochemicals Group, Inc. being converted into 1,000 shares of equity interest in International Biochemicals Group, Ltd. proportionately.

(3) The Certificate of Limited Partnership of International Biochemicals Group, Ltd. is attached hereto.

(4) This Plan of Merger is herewith adopted by International Biochemicals Group, Inc., International Biochemicals Group, Ltd. and the officers, directors and shareholders of International Biochemicals Group, Inc. on this 9th day of September, 1999.

WITNESSES:

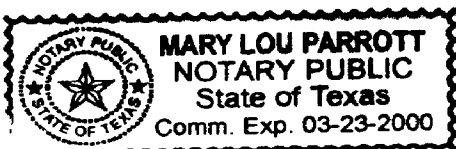
**INTERNATIONAL BIOCHEMICALS GROUP,
INC.**

Marilyn Beauhall

By: Joseph P. Perez

Joseph P. Perez, President

B0084077.1



I certify this is a true copy.

*Mary Lou Parrott
2/10/2000*

**TRADEMARK
REEL: 002098 FRAME: 0908**

SHAREHOLDERS OF INTERNATIONAL
BIOCHEMICALS GROUP, INC.:



JOSEPH P. PEREZ



ANN HALL PEREZ

INTERNATIONAL BIOCHEMICALS GROUP,
LTD.

By: JOSEPH P. PEREZ, L.L.C.,
General Partner

By: 

Joseph P. Perez, Sole Member

By: ANN H. PEREZ, L.L.C.,
General Partner

By: 

Ann H. Perez, Sole Member