



09-12-2000



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Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
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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

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Other

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Mail documents to be recorded with required cover sheet(s) information to:
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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)

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.

Randel S. Springer
Name of Person Signing


Signature

August 2, 2000
Date Signed

**CERTIFICATE OF MERGER OF
KINDER SEED, INC.
INTO
HALSEY SEED COMPANY
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW**

The undersigned corporations, pursuant to Section 907 of the New York Business Corporation Law ("NYBCL"), hereby execute the following Certificate of Merger.

ARTICLE I

Name and Place of Incorporation

Kinder Seed, Inc., duly organized and incorporated in the State of New York ("Kinder") will merge with and into Halsey Seed Company, duly organized and incorporated in the State of Nevada ("Halsey"). Halsey will be the surviving corporation.

ARTICLE II

Shares of Merging Corporations

The designation and number of outstanding shares of each class of Kinder is 200 shares of Common Stock, all of which is owned by the surviving corporation, and the designation and number of outstanding shares of each class of Halsey is 200 shares of Common Stock.

ARTICLE III

Effective Date

The merger shall become effective as of the 29th day of November, 1999.

ARTICLE IV

Authorization of Merger

A plan of merger, setting forth the terms and conditions of the merger, was duly authorized and approved by the board of directors of the domestic constituent corporation in the manner and by the vote required by its Certificate of Incorporation and the NYBCL.

ARTICLE V

Compliance with Law of Foreign Jurisdiction

The merger is permitted by the laws of the State of Nevada, the jurisdiction of the constituent foreign corporation, and is in compliance therewith.

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ARTICLE VI

Application for Authority To Do Business

The surviving foreign corporation was incorporated in the State of Nevada on the 31st day of August 1995. The applicaiton for authority in the State of New York of the merged corporation to transact business as a foreign corporation in the State of New York has been filed by the department of State of the State of New York on September 26, 1995.

Kinder Seed, Inc. certificate of incorporation was filed in the State of New York on November 19, 1987,

ARTICLE VII

Service of Process

Halsey, the surviving foreign corporation, agrees that (i) it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in the State of New York, which is a constituent corporation in this merger, and for the enforcement, as provided in the NYBCL, of the right of shareholders of the domestic constituent corporation to receive payment for their shares against the surviving corporation; and (ii) subject to the provisions of Section 623 of the NYBCL, the surviving foreign corporation will promptly pay to the shareholders of the constituent domestic corporation the amount, if any, to which it shall be entitled under the provisions of the NYBCL relating to the right of shareholders to receive payment for their shares.

ARTICLE VIII

Agent for Process

Halsey designates the Secretary of State as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the NYBCL in any action of special proceeding, and the post office address to which the Secretary of State shall mail a copy of any process against it is 120 Corporate Park Drive, Henderson, Nevada, 89014-8725. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

ARTICLE IX

Fees and Taxes

All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance which are due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report through the anticipated date of the merger has been filed by the constituent domestic corporation. Halsey will, within 30 days after filing the certificate of merger, file the cessation franchise tax report, if an estimated report was previously filed, and

promptly pay to the Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

ARTICLE X
Effects of the Merger

The merger shall have the effects set forth in Section 906 of the NYBCL.

[Signatures on Following Page]

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The undersigned declares the facts herein stated are true as of the 15th day of November, 1999.

HALSEY SEED COMPANY

By: 

Name: Randy Ingram
Title: President

KINDER SEED, INC.

By: 

Name: Randy Ingram
Title: President

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CERTIFICATE OF MERGER
OF
KINDER SEED, INC.

60345

INTO
HALSEY SEED COMPANY
Section 907 of the Business Corporation Law

Temp

[Handwritten signature]

Nov 29 12 11 PM '99

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 29 1999
TAX \$ _____
BY: MLC

NOV 29 11 17 AM '99

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August 2, 2000

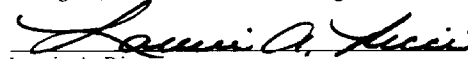
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I hereby certify that this correspondence is being deposited with the United States Postal Service as "Express Mail Post Office To Addressee." in an envelope addressed to: Assistant Commissioner for Trademarks, U.S. Patent and Trademark Office, Box ASSIGNMENTS, 2900 Crystal Drive, Arlington, VA 22202-3513 on August 2, 2000.


Laurie A. Ricci

Re: *Recordation of Trademark Conveyance Document*
Our Reference: 16860.0008.3

Dear Sir or Madam:

Enclosed for recording against the United States trademark/service mark registrations identified in the enclosed Recordation Form Cover Sheet (Form PTO-1618) is a copy of a Certificate of Merger. The enclosed conveyance document evidences the assignment of the referenced trademark/service mark registrations from Kinder Seed, Inc., a New York corporation, to Halsey Seed Company, a Nevada corporation, with a business address of 120 Corporate Park Drive, Henderson, Nevada 89014.

Also enclosed is a check from our firm in the amount of \$40.00 in full payment of the filing fee for this recordal. The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee or credit any overpayment to Deposit Account No. 50-0517.

Please send us evidence of the recording of the conveyance document at your earliest convenience. To the best of my knowledge and belief, the information contained in the cover sheet is true and correct. If you should have any questions with regard to the enclosed conveyance document, please feel free to contact the undersigned at the address or telephone number listed above. Please direct all correspondence concerning this request to the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,

WOMBLE CARLYLE SANDRIDGE & RICE
A Professional Limited Liability Company


Randel S. Springer

Enclosures

cc: Robert E. Roman, Esquire