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FORM PTO-1618A

Expires 06/30/99  
OMB 0651-0027

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

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

93,130

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
- Merger  Change of Name
- Other

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)

- Individual  General Partnership  Limited Partnership  Association
- 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.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002133 FRAME: 0756

**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)**

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**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

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

Method of Payment:  
Deposit Account

Enclosed  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.

Russell H. Walker Reg. No. 35,401

*Russell H. Walker*

8/3/2000

Name of Person Signing

Signature

Date Signed

**PLAN OF MERGER OF  
AGRIFAB, INC.  
INTO  
L. P. BROWN COMPANY, INC.**

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Pursuant to the provisions of Sections 79-4-11.04 and 79-4-11.07 of the Mississippi Business Corporation Act, L. P. BROWN COMPANY, INC., a Delaware corporation (the "Surviving Corporation"), and AGRIFAB, INC., a Mississippi corporation (the "Merging Corporation"), hereby set forth this Plan of Merger, and state as follows:

1. The name of the parent company, which shall be the Surviving Corporation, is **L. P. BROWN COMPANY, INC.**, a Delaware corporation.
2. The name of the subsidiary corporation, which shall be the Merging Corporation, is **AGRIFAB, INC.**, a Mississippi corporation.
3. Upon the effective date of the merger of the Merging Corporation into the Surviving Corporation, all the stock of the Merging Corporation shall thereupon be canceled and extinguished in all respects and the Surviving Corporation shall assume the contracts, obligations and liabilities of every nature of the Merging Corporation, and shall thereupon and thereafter possess all rights, privileges, immunities, assets, property, debts, liabilities, and choses in action of the corporations, without the necessity of any other form of documentation, except as may be required by law.
4. The laws of the State of Delaware, under which the Surviving Corporation is organized, permit such a merger under substantially the same terms as provided in the Mississippi Business Corporation Act.

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*Eric Clark*  
Secretary of State

5. The merger of the Merging Corporation into the Surviving Corporation shall be effective upon the close of business on June 30, 1999.


IN WITNESS WHEREOF, the undersigned members of the Board of Directors of L. P. BROWN COMPANY, INC. hereby approve the foregoing Plan of Merger and acknowledge that the facts stated therein are true on this 18th day of June, 1999.

  
\_\_\_\_\_  
LARRY G. LIVELY, Director

  
\_\_\_\_\_  
CHARLES S. WALKER, Director

  
\_\_\_\_\_  
ROBERT COHEN, Director

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Eric Clark  
Secretary of State

**ARTICLES OF MERGER OF  
AGRIFAB, INC.  
INTO  
L. P. BROWN COMPANY, INC.**

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Pursuant to the provisions of Section 79-4-11.05 of the Mississippi Business Corporation Act, L. P. BROWN COMPANY, INC., a Delaware corporation (the "Surviving Corporation"), and AGRIFAB, INC., a Mississippi corporation (the "Merging Corporation"), hereby submit these Articles of Merger and state as follows:

1. The name of the parent company, which shall be the Surviving Corporation, is **L. P. BROWN COMPANY, INC.**, a Delaware corporation.

2. The name of the subsidiary corporation, which shall be the Merging Corporation, is **AGRIFAB, INC.**, a Mississippi corporation.

3. The Plan of Merger is attached hereto, and was approved by the Board of Directors of the Surviving Corporation, which owns 100% of the outstanding shares of each class of stock of the Merging Corporation, on June 18, 1999, and that the approval of the Shareholders was not required.

3. These Articles of Merger shall be effective upon the close of business June 30, 1999.

IN WITNESS WHEREOF, the undersigned President of L. P. BROWN COMPANY, INC. does hereby acknowledge that the foregoing Articles of Merger is the act and deed of L. P. BROWN COMPANY, INC., and the facts stated therein are true on this 18th day of June, 1999.

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*Eric Clark*  
Secretary of State

Articles of Merger or Share Exchange  
Profit Corporation



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

→ L. P. BROWN COMPANY, INC.

2. Name of Corporation 2

→ AGRIFAB, INC.

3. Name of Corporation 3

→

4. The future effective date is  
(Complete if applicable)

JUNE 30, 1999

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

→  (a) Shareholder approval of the plan of merger or share exchange was not required.

OR

→  (b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast
→			
→			
→			



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Secretary of State

Articles of Merger or Share Exchange  
Profit Corporation



AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan
↓			
↓			
↓			

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan
↓		
↓		
↓		

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

L. P. BROWN COMPANY, INC.

By: Signature

*Charles C. Jackson*

(Please keep writing within blocks)

Printed Name

CHARLES C. JACKSON

Title

PRESIDENT

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*Eric Clark*  
Secretary of State

Articles of Merger or Share Exchange  
Profit Corporation



Name of Corporation 2

AGRIFAB, INC.

By: Signature

*Charles C. Jackson*

(Please keep writing within blocks)

Printed Name

CHARLES C. JACKSON

Title

PRESIDENT

Name of Corporation 3

By: Signature

(Please keep writing within blocks)

Printed Name

Title

**NOTE**

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.

2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.

3. The articles must be similarly executed by each corporation that is a party to the merger.

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Secretary of State



L. P. BROWN COMPANY, INC., a Delaware corporation

By: *Charles C. Jackson*  
CHARLES C. JACKSON, President

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*Eric Clark*  
Secretary of State

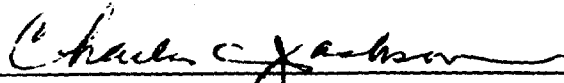
WAIVER OF NOTICE OF MERGER OF  
AGRIFAB, INC.  
INTO  
L. P. BROWN COMPANY, INC.

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Pursuant to the provisions of Section 79-4-11.04 of the Mississippi Business Corporation Act, the undersigned L. P. BROWN COMPANY, INC., a Delaware corporation, being the sole shareholder of AGRIFAB, INC., a Mississippi corporation, does hereby waive the notice and mailing requirement to each shareholder of the said AGRIFAB, INC. of the Plan of Merger whereby the said AGRIFAB, INC. is merged into the said L. P. BROWN COMPANY, INC.

DATED: June 18, 1999.

L. P. BROWN COMPANY, INC., a Delaware corporation

By:   
CHARLES C. JACKSON, President

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Eric Clark  
Secretary of State