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#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year
- 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

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09/13/2000 MTHAI1 00000226 2004132

01 FC:481 40.00 DP  
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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)

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**Number of Properties**

Enter the total number of properties involved.

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**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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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

NOV 29 1999

No. C 7946-89  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
GREEN SCA CORP.  
INTO  
AGRIBIOTECH, INC.**

Pursuant to the provisions of N.R.S. §92A.180 and N.R.S. § 92A.200, AgriBioTech, Inc., a Nevada corporation, hereby submits these Articles of Merger for the purpose of merging Green SCA Corp., a Maryland corporation and wholly-owned subsidiary of AgriBioTech, Inc., into AgriBioTech, Inc.

**ARTICLE I.**

Corporations Proposing to Merge and Surviving Corporation

The name of the merging corporation is Green SCA Corp., a Maryland corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

**ARTICLE II.**

Adoption of Plan of Merger

The Plan of Merger set forth in Article IV was duly adopted by the Parent Corporation and the Subsidiary Corporation.

**ARTICLE III.**

Approval by Shareholders

Pursuant to N.R.S. § 92A.180, neither the approval of the Shareholders of the Parent Corporation, nor the approval of the Shareholders of the Subsidiary Corporation was required.

**ARTICLE IV.**

Plan of Merger

The following Plan of Merger was duly approved on November 15, 1999, in the manner prescribed by law with respect to each of the corporations participating in the Merger:

Section 1. Corporations Proposing to Merge and Surviving Corporation. The name of the merging corporation is Green SCA Corp., a Maryland corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

Section 2. Effective Time of Merger. The effective time of the merger shall be November 29, 1999 at 11:59 p.m. E.S.T. (the "Effective Time").

Section 3. Effects of Merger. The Merger shall have the effects set forth in N.R.S. § 92A.250.

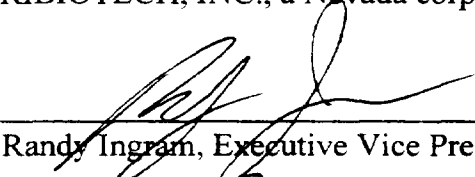
Section 4. Conversion of Shares. Each share of capital stock of the Subsidiary Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished without consideration given therefor. The shares of capital stock of the Surviving Corporation shall continue to be outstanding without change.

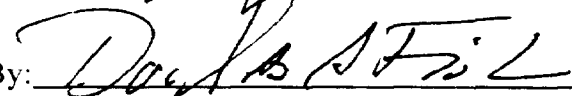
Section 5. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall become the Articles of Incorporation and Bylaws of the Surviving Corporation following the Effective Time until changed in accordance with their terms and applicable law.

*[Signature page to follow]*

This the 15<sup>th</sup> day of November, 1999.

AGRIBIOTECH, INC., a Nevada corporation

By:   
Randy Ingram, Executive Vice President

By:   
Douglas A. Fisher, Secretary

**GREEN SEED COMPANY LIMITED PARTNERSHIP**

**CERTIFICATE OF CANCELLATION**

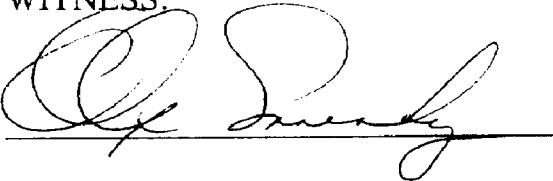
Pursuant to Section 10-203 of the Maryland Limited Partnership Act, the undersigned limited partnership submits the following Certificate of Cancellation:

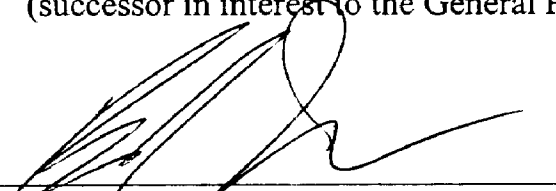
1. Name. The name of the Partnership is Green Seed Company Limited Partnership.
2. Date of Filing of Initial Certificate and Each Amendment Thereto. The initial Certificate of Limited Partnership was filed on March 22, 1995. No amendments have been filed.
3. Reason for Filing Certificate of Limited Partnership. This Certificate of Cancellation is being filed because the former General Partner, Green SCA Corp., a Maryland corporation, merged into the Limited Partner, AgriBioTech, Inc., a Nevada corporation, and AgriBioTech, Inc., the surviving corporation in the merger, now owns 100% of the interests in the Partnership.
4. Effective Date. This Certificate of Cancellation shall be effective as of the date it is filed.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Cancellation pursuant to Section 10-203 of the Maryland Limited Partnership Act this 13<sup>th</sup> day of December, 1999.

BY: AgriBioTech, Inc., a Nevada corporation  
(successor in interest to the General Partner)

WITNESS:



By:   
Name: Randy Ingram  
Title: Executive Vice President