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10-13-2000

U.S. DEPARTMENT OF COMMERCE



SHEET

Patent and Trademark Office  
Docket No. 45424-24001

101487369

SEP 1

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

1. Name of conveying party(ies):

The RiceX Company

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

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

2. Name and address of receiving party(ies):

Name: The RiceX Company  
 Internal Address:  
 Street Address: 1241 Hawk's Flight Court  
 City: El Dorado Hills, State: CA ZIP: 95762

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

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

3. Nature of conveyance:

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

Execution Date: July 30, 1998

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

If this document is being filed together with a new application, the execution date of the application is:

- A. Trademark Application No.(s)
- B. Registration No.(s)

1,803,034

Additional numbers attached?  Yes  No

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

Jennifer Lee Taylor  
 Morrison & Foerster LLP  
 425 Market Street  
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 45424-24001

8. Deposit account number: 03-1952

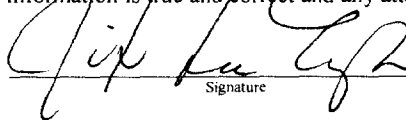
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

**DO NOT USE THIS SPACE**

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.

Name: Jennifer Lee Taylor

  
 \_\_\_\_\_  
 Signature

8/29/2000  
 \_\_\_\_\_  
 Date

Total number of pages comprising cover sheet, attachments and document: 5

10/12/2000 DBYRNE 00000096 031952 1803034  
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Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

**ARTICLES OF MERGER  
OF  
THE RICEX COMPANY,  
a Nevada corporation  
AND  
THE RICEX COMPANY,  
a Delaware corporation**

To the Secretary of State  
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging The RiceX Company, a business corporation organized and existing under the laws of the State of Nevada ("Nevada RiceX"), with and into The RiceX Company, a business corporation organized and existing under the laws of the State of Delaware ("Delaware RiceX"). The said Plan of Merger has been adopted by the Board of Directors of Nevada RiceX and by the Board of Directors of Delaware RiceX.

2. The said Plan of Merger was submitted to the stockholders of Nevada RiceX by its Board of Directors pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, and the manner of approval thereof by said stockholders was as follows:

(i) The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

- (a) Designation of class: Common Stock
- (b) Number of outstanding share of class: 50,000,000
- (c) Number of votes of class entitled to be cast: 20,525,500

(ii) The total number of undisputed votes cast for the merger herein provided for by each class entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Common Stock
- (b) Number of undisputed votes of class cast for Plan of Merger: 11,237,713

(iii) The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said class.

3. The merger of Nevada RiceX with and into Delaware RiceX is permitted by the laws of the jurisdiction of organization of Delaware RiceX and has been authorized in compliance with said laws, by which Delaware RiceX is governed.

4. The said Plan of Merger was approved by the unanimous written consent of the stockholders of Delaware RiceX pursuant to the provisions of the laws of its jurisdiction of organization.

5. No amendments to the Certificate of Incorporation of Delaware RiceX are effected by the merger herein provided for.

6. The specified address of Delaware RiceX where copies of process may be sent by the Secretary of State of the State of Nevada, served pursuant to the provisions of Section 78.461, Nevada Revised Statutes, in a proceeding to enforce any obligation or the rights of dissenting shareholders of Nevada RiceX, unless Delaware RiceX has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose, is:

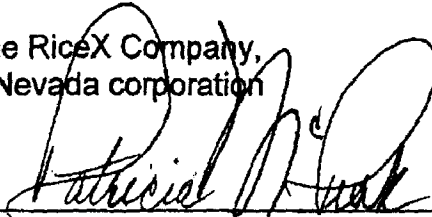
1241 Hawk's Flight Court  
El Dorado Hills, California 95762

7. The merger herein provided for shall become effective in the State of Nevada on <sup>July</sup> ~~June~~ 30 1998.

Dated:

July  
~~June~~ 30, 1998

The RiceX Company,  
a Nevada corporation



By: Patricia McPeak  
Its: President



By: Karen D. Berriman  
Its: Secretary

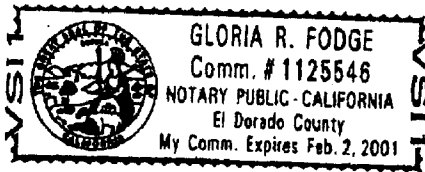
The RiceX Company,  
a Delaware corporation



By: Allen J. Simon  
Its: Chief Executive Officer

State of California )  
County of El Dorado ) ss.:

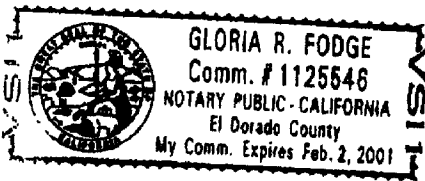
On July 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Patricia McPeak, President of The RiceX™ Company, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.



*Gloria R. Fodge*

State of California )  
County of El Dorado ) ss.:

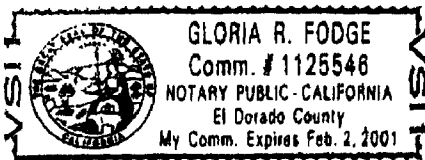
On July 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Karen Berriman Secretary of The RiceX™ Company, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.



*Gloria R. Fodge*

State of California )  
County of El Dorado ) ss.:

On July 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Allen Simon, Chief Executive Officer of The RiceX™ Company, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.



*Gloria R. Fodge*