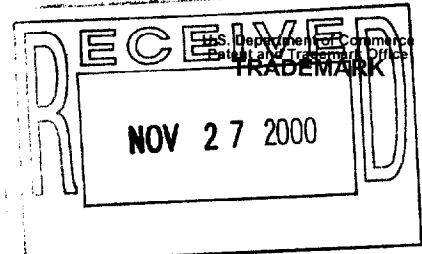


MRD
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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Reel # _____ Frame # _____

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

Receiving Party

Mark if additional names of conveying 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 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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01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK
REEL: 2194 FRAME: 0690

Domestic Representative Name and Address

Enter for the first Receiving Party only.

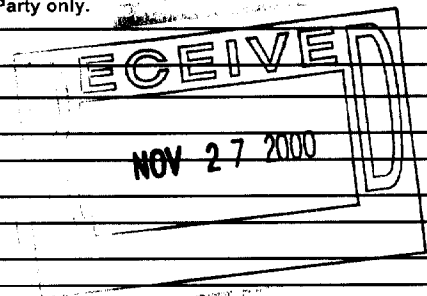
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

214-969-1172

Name

HEATHER C. BRUNELLI

Address (line 1)

THOMPSON & KNIGHT, L.L.P.

Address (line 2)

1700 PACIFIC AVENUE, SUITE 3300

Address (line 3)

DALLAS, TEXAS 75201

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

5

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)

76095985 76019566

76095623

76095499

Number of Properties

Enter the total number of properties involved.

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3:41):

\$ 115

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:

20-0821

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.

HEATHER C. BRUNELLI
Name of Person Signing

Heather C. Bulli
Signature

11/29/00
Date Signed

TEXAS FARM PRODUCTS COMPANY

**UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

The undersigned, being all the members of the Board of Directors of Texas Farm Products Company, a Texas corporation (the "Corporation"), and being all the persons who would be entitled to vote on the following matter if a special meeting of the Board of Directors of the Corporation were held for such purpose, hereby waive any and all requirements for calling, giving notice of and holding a special meeting of the Board of Directors of the Corporation and, in lieu of such meeting and pursuant to Article 9.10B of the Texas Business Corporation Act, consent to the adoption of the following resolutions:

Relating to Amendment of Articles of Incorporation

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to amend the Articles of Incorporation to change the name of the Corporation to Texas Farm Products Holding Company (the "Proposed Amendment").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby approves the Proposed Amendment to the Articles of Incorporation of the Corporation and hereby directs the proper officers of the Corporation to submit the Proposed Amendment to the shareholders of the Corporation for their approval.

RESOLVED FURTHER, that upon receipt of approval by the shareholders of the Corporation of the Proposed Amendment, the proper officers of the Corporation are authorized and directed to execute and deliver all such instruments and documents of every character, including Articles of Amendment to the Articles of Incorporation, and to do and perform or cause to be done and performed such other and further acts as the proper officers of the Corporation shall deem necessary, advisable or appropriate in order to amend the Articles of Incorporation to change the name of the Corporation to Texas Farm Products Holding Company.

Relating to Further Authorization

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments, in the name and on behalf of the Corporation, as in their judgement shall be necessary, desirable or advisable in order to carry out the intent, and to accomplish the purposes, of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned have executed this consent on this the 29th
day of March, 2000.

Thomas W. Wright
Thomas W. Wright

M. S. Wright III
M. S. Wright III

Dan Reid
Dan T. Reid

Cecil R. Bomar
Cecil R. Bomar

Raymond D. Rinker, Jr.
Raymond Rinker, Jr.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TEXAS FARM PRODUCTS COMPANY**

FILED
In the Office of the
Secretary of State of Texas
MAR 3 0 2000

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Texas Farm Products Company.

ARTICLE II

On March 8, 2000, the shareholders of the Corporation adopted the following amendment to its Articles of Incorporation:

1. Article One of the Articles of Incorporation thereof was amended to read in its entirety as follows:

"ARTICLE ONE

The name of the corporation is Texas Farm Products Holding Company."

ARTICLE III

The number of shares of the Corporation outstanding at the time of such adoption was 101,508, and the number of shares of the Corporation entitled to vote thereon was 18,943.

ARTICLE IV

The number of shares of the Corporation that were voted for and against such amendment were as follows:

<u>FOR</u>	<u>AGAINST</u>
18,943	0

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 29th of March, 2000.

TEXAS FARM PRODUCTS COMPANY

By: M.S. Wright III
M.S. Wright, III, President and Chief Executive Officer



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

TEXAS FARM PRODUCTS HOLDING COMPANY
FORMERLY
TEXAS FARM PRODUCTS COMPANY


The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: March 30, 2000

Effective: March 30, 2000



 DLU

Elton Bomer
TRADEMARK
Secretary of State
REEL: 2194 FRAME: 0696