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Expires 06/30/99  
OMB 0651-0027



12-28-2000

12-04-2000

U.S. Patent & TMO's/TM Mail Rpt Dt. #26



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- 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

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- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
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**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1331502"/>	<input type="text" value="2033477"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1343765"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1460472"/>	<input type="text"/>	<input type="text"/>

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

Method of Payment: Enclosed  Deposit Account

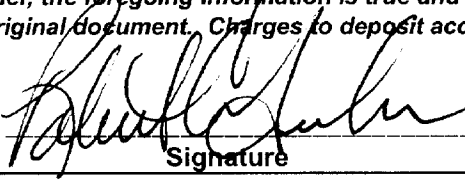
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
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**Statement and Signature**

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.

Robert C. Tucker



11/28/00

Name of Person Signing

Signature

Date Signed



# The State of Texas

Secretary of State

SEP. 24, 1999

ROBERT R CASEY--JONES WALKER ET AL  
5TH FL. FOUR UNITED PLAZA 8555 UNITED PLAZA  
BATON ROUGE ,LA 70809

RE:  
INTERNATIONAL BIOCHEMICALS GROUP, LTD.  
FILING NUMBER 00124559-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD  
YOUR CERTIFICATE OF MERGER. THE APPROPRIATE EVIDENCE IS  
ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN  
THIS OFFICE.

PAYMENT FOR THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE CONTACT  
OUR OFFICE AT (512) 463-5581.

VERY TRULY YOURS,



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

TRADEMARK  
REEL: 002200 FRAME: 0600

**CERTIFICATE OF MERGER**

Pursuant to Section 211(d) of the Texas Limited Partnership Act, the undersigned, International Biochemicals Group, Inc. and International Biochemicals Group, Ltd. hereby certify the following:

(1) A complete copy of the Plan of Merger of International Biochemicals Group, Inc. into International Biochemicals Group, Ltd. is attached hereto and was approved by International Biochemicals Group, Inc. and its shareholders and International Biochemicals Group, Ltd. on September 7, 1999.

(2) The Certificate of Limited Partnership of International Biochemicals Group, Ltd. which is formed pursuant to the Plan of Merger is attached hereto.

(3) An executed copy of the Plan of Merger is on file at the principal place of business of International Biochemicals Group, Ltd.

(4) A copy of the Plan of Merger has been furnished to each partner of International Biochemicals Group, Ltd.

(5) The Plan of Merger was duly authorized by all actions required under law by International Biochemicals Group, Inc. and International Biochemicals Group, Ltd.

**WITNESSES:**

Makene Beukall  
Peggy Morris

**INTERNATIONAL BIOCHEMICALS GROUP, INC.**

By: Joseph Peter Perez  
**Joseph Peter Perez, President**

**INTERNATIONAL BIOCHEMICALS GROUP, LTD.**

By: **JOSEPH P. PEREZ, L.L.C.,**  
**General Partner**

By: Joseph P. Perez  
**Joseph P. Perez, Sole Member**

By: **ANN H. PEREZ, L.L.C.,**  
**General Partner**

By: Ann H. Perez  
**Ann H. Perez, Sole Member**

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-3-

*I certify this is a  
true copy  
Mary Lou Parrott  
2/10/2000*



**PLAN OF MERGER  
OF  
INTERNATIONAL BIOCHEMICALS GROUP, INC.  
INTO  
INTERNATIONAL BIOCHEMICALS GROUP, LTD.**

Pursuant to Texas Revised Civil Statutes, Article 6132a-1, Section 2.11 and Section 263 of the Delaware General Corporation Law, International Biochemicals Group, Inc., a Delaware corporation, and International Biochemicals Group, Ltd., a Texas limited partnership, herewith set forth their plan of merger as follows:

(1) The name and state of domicile of each entity is as follows:

International Biochemicals Group, Inc., a Delaware corporation, the principal office of which is located at 2204 Timberloch Place, Suite 260, The Woodlands, Texas 77380

International Biochemicals Group, Ltd., a Texas limited partnership, the principal office of which is located at 2204 Timberloch Place, Suite 260, The Woodlands, Texas 77380

International Biochemicals Group, Ltd., a Texas limited partnership, will be created as a result of this merger.

(2) All shares of outstanding capital stock in International Biochemicals Group, Inc. will be converted into shares of interest in International Biochemicals Group, Ltd., on the basis of all outstanding shares of International Biochemicals Group, Inc. being converted into 1,000 shares of equity interest in International Biochemicals Group, Ltd. proportionately.

(3) The Certificate of Limited Partnership of International Biochemicals Group, Ltd. is attached hereto.

(4) This Plan of Merger is herewith adopted by International Biochemicals Group, Inc., International Biochemicals Group, Ltd. and the officers, directors and shareholders of International Biochemicals Group, Inc. on this 9th day of September, 1999.

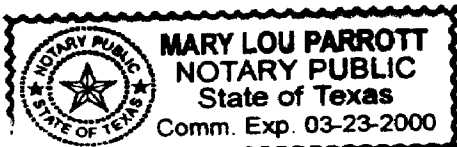
**WITNESSES:**

**INTERNATIONAL BIOCHEMICALS GROUP,  
INC.**

Marilyn Beaulieu

By: Joseph P. Perez  
Joseph P. Perez, President

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I certify this is a  
true copy.

Mary Lou Parrott  
2/10/2000

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SHAREHOLDERS OF INTERNATIONAL  
BIOCHEMICALS GROUP, INC.:

  
\_\_\_\_\_  
JOSEPH P. PEREZ

  
\_\_\_\_\_  
ANN HALL PEREZ

INTERNATIONAL BIOCHEMICALS GROUP,  
LTD.

By: JOSEPH P. PEREZ, L.L.C.,  
General Partner

By:   
\_\_\_\_\_  
Joseph P. Perez, Sole Member

By: ANN H. PEREZ, L.L.C.,  
General Partner

By:   
\_\_\_\_\_  
Ann H. Perez, Sole Member