

09-25-2001

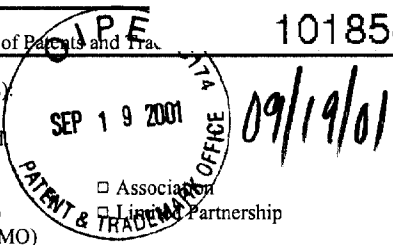
FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101854134

To the Honorable Commissioner of Patents and Trademarks or copy thereof.



1. Name of conveying party(ies):

Agri Laboratories, Ltd

- Individual(s)
- General Partnership
- Corporation-State (MO)
- Other _____

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

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

Name: Agri Laboratories, Ltd.

Address: 20927 State Route K
St. Joseph, MO 64505

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State (DE)
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from Assignment)

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other Change State of Incorporation

Execution Date: August 24, 1984

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

A. Trademark Application No.(s)

76/100,774 - EQUI-CIDE
76/120,156 - SCOURBLOCK

B. Trademark registration No.(s)

1,767,138 - RENEW

Additional numbers attached? Yes No

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

Brian D. Anderson, Esq.
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 3367/0032/13SD

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): . . . \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(Attach duplicate copy of this page if paying by deposit account)

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02 FC:482 50.00 OP

DO NOT USE THIS SPACE

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.

Brian D. Anderson
Name of Person Signing

Signature

9/19/01
Date

Total number of pages including cover sheet, attachments, and document: 6

OMB No. 0651-0011 (exp. 4/94)

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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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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TRADEMARK
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CERTIFICATE OF INCORPORATION
OF
AGRI-LABORATORIES, LTD.

FIRST: The name of the Corporation is Agri-Laboratories, Ltd.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 11,000,000 shares, divided into three classes as follows:

- (1) 1,000,000 shares of Preferred Stock (Preferred Stock) of the Par Value of \$1.00 per share;
- (2) 5,000,000 shares of Class A Common Stock (Class A Common Stock) of the Par Value of \$1.00 per share; and
- (3) 5,000,000 shares of Class B Common Stock (Class B Common Stock) of the Par Value of \$1.00 per share.

(b) The Board of Directors of the Corporation is hereby authorized to issue the Preferred Stock at any time and from time to time, in one or more series and for such consideration as may be fixed from time to time by the Board of Directors, but not less than the par value thereof. The number of shares to comprise each such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) shall be determined, from time to time by the Board of Directors. The Board of Directors is hereby expressly authorized, before issuance of any shares of a particular series, to determine any and all rights, preferences and limitations pertaining to such series, including but not limited to:

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(1) Voting rights, if any, including without limitation the authority to confer multiple votes per share, voting rights as to specified matters or issues such as mergers, consolidations or sales of assets, or voting rights to be exercised either together with holders of Common Stock as a single class, or independently as a separate class;

(2) Rights, if any, permitting the conversion or exchange of any such shares, at the option of the holder, into any other class or series of shares of the Corporation and the price or prices or the rates of exchange and any adjustments thereto at which such shares will be convertible or exchangeable;

(3) The rate of dividends, if any, payable on shares of such series, the conditions and the dates upon which such dividends shall be payable and whether such dividends shall be cumulative or non-cumulative;

(4) The amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation;

(5) Redemption, repurchase, retirement and sinking fund rights, preferences and limitations, if any, the amount payable on shares of such series in the event of such redemption, repurchase or retirement, the terms and conditions of any sinking fund, the manner of creating such fund or funds and whether any of the foregoing shall be cumulative or non-cumulative; and

(6) Any other preference and relative, participating, optional or other special rights and qualifications, limitations or restrictions of shares such series not fixed and determined herein, to the extent permitted to do so by law.

(c) All shares of Preferred Stock shall be of equal rank and shall be identical, except with respect to particulars that may be fixed by the Board of Directors as above provided and as to the date from which dividends thereon, if any, shall be cumulative if made cumulative by the Board of Directors.

(d) No holder of any class of stock of the corporation, as such, shall have or be entitled to any preemptive rights whatsoever.

(e) Each share of Class A Common Stock shall entitle the holder to one vote in respect to each matter voted upon by the stockholders. Class B Common Stock shall be non-voting Common Stock.

FIFTH: The name and mailing address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kristine A. Hemlock	Sidley & Austin One First National Plaza Chicago, Illinois 60603

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation, subject to any specific limitation on such power provided by any By-Laws adopted by the stockholders.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

NINTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of the State of Delaware as it may be in effect from time to time.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand and seal this 23rd day of August, 1984.

Kristine A. Hemlock (SEAL)

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF AGRI-LABORATORIES, LTD. FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1984, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

10313650

DATE:

08/24/1984

734237013

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State of Delaware

New Castle County

ss.

I, Leo J. Dugan, Jr.,

Recorder of

Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of the Certificate of Incorporation of the "Agri-Laboratories, Ltd."

was received for record in this office on August 24, 1984

and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this twenty-fourth

day of

August, A. D. 1984.

Leo J. Dugan Jr.

Recorder.