

02-12-2002



102016941

EET

Docket No.:

LY

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To the Honorable Commissioner of Patents and Trademarks

the attached original documents or copy thereof.

1. Name of conveying party(ies):

**INTEGRATED PROTEIN TECHNOLOGY**

1-29-02

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **CORRECTION: ID NO. 101812657 (address)**
- Merger
- Change of Name

Execution Date: **February 27, 1997**

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

Name: **DIFCAL CORPORATION**

Internal Address:

Street Address: **1138 West Rincon Street**

City: **Corona** State: **CA** ZIP: **91720**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

<del>1,392,529</del>	1,504,160	1,550,320
1,504,159	1,505,018	1,597,649

Additional numbers attached?  Yes  No

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

Name: **Robert D. Hovey**

Internal Address: **Hovey, Williams, Timmons & Collins**

Street Address: **2405 Grand Blvd., Suite 400**

City: **Kansas City** State: **MO** ZIP: **64108**

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

6

7. Total fee (37 CFR 3.41):.....\$ **165.00**

Enclosed

40 E

Authorized to be charged to deposit account

8. Deposit account number:

19-0522

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.

**Robert D. Hovey**

Name of Person Signing

Signature

10-23-01

Date

Total number of pages including cover sheet, attachments, and documents:

8

TRADEMARK

REEL: 002443 FRAME: 0761

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

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**INTEGRATED PROTEIN TECHNOLOGY**

*7901*

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DO NOT USE THIS SPACE

06/15/2001 BYRME 00000140 1392529

01 FC:401 40.00 OP  
02 FC:402 125.00 OP

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.

**Robert D. Hovey**

Name of Person Signing

Signature

**8-6-01**

Date

Total number of pages including cover sheet, attachments, and documents

6

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**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

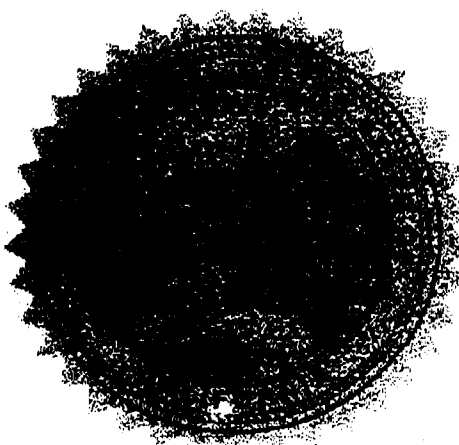
That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 15 2000

*Bill Jones*

Secretary of State



D528085

FILED

Department of the Secretary of State  
Sacramento, California

1214819 sent

**CERTIFICATE OF OWNERSHIP**

SEP 30 1996

OF

Bill Jones  
CLERK, Secretary of State

**INTEGRATED PROTEIN TECHNOLOGY**  
(a California Corporation)

INTO

**DIFCAL CORPORATION**  
(a California Corporation)

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is incorporated in the State of California, and which is to be the surviving corporation under the merger herein, is Difcal Corporation (the "Corporation").
2. The name of the subsidiary corporation, which is incorporated in the State of California, and which is to be the disappearing corporation under the merger herein, is Integrated Protein Technology ("IPT").
3. The Corporation owns 100% of the outstanding shares of IPT.
4. The following is a copy of the resolution to merge IPT into the Corporation as adopted and approved by the Board of Directors of the Corporation:

**\*RESOLVED THAT:**

- (i) Difcal Corporation (hereinafter, "Corporation"), which is a corporation incorporated in the State of California and is the owner of all of the outstanding shares of Integrated Protein Technology (hereinafter, "IPT"), which is also a corporation incorporated in the State of California, does hereby merge IPT into the Corporation pursuant to the provisions of the General Corporation Law of the State of California and does hereby assume all of the liabilities of IPT;
- (ii) IPT shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California;
- (iii) The issued shares of IPT shall not be converted in any manner nor shall any cash or other consideration be paid or delivered therefore, inasmuch as the Corporation is the owner

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of all outstanding shares of IPT, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.


(iv) The Board of Directors and the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provide for, and

(v) The merger herein provided for shall become effective upon the date upon which a Certificate of Ownership is filed with the California Secretary of State."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 30, 1996

  
Gerald L. Bos  
President

  
David A. Simon  
Treasurer



STATE OF CALIFORNIA  
FRANCHISE TAX BOARD  
P.O. BOX 842857  
SACRAMENTO, CA 94257-0541

## TAX CLEARANCE CERTIFICATE

September 26, 1996

EXPIRATION DATE: November 15, 1996

LAW OFFICES OF JEFFREY A ROBINSON  
ATTN: JEFFREY A ROBINSON  
2301 DUPONT DRIVE  
SUITE 410  
IRVINE CA 92612-0000

ISSUED TO: INTEGRATED PROTEIN TECHNOLOGY  
Corporate Number 1214819

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

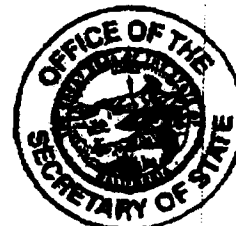
If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the requized documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen  
Special Audit Unit  
Corporation Audit Section  
Telephone (916) 845-4124



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