

03-29-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



102036086

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 3-15-02 Lofts Seed Company, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Nevada [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: AgriBioTech, Inc. Internal c/o William A. Brandt, Jr. Address: Responsible Natural Person Three First Union Plaza Street Address: Suite 2300 City: Chicago State: IL Zip: 60602 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Nevada [] Other U.S. Patent & TMO/TM Mail Rpt Dt. #66 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 [X] Merger [] Security Agreement [] Change of Name [] Other Execution Date: November 29, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1123415 Additional number(s) attached [] Yes [X] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary Margaret Ogburn Internal Address: Blanco Tackabery Combs & Matamoros, P.A. Street Address: 110 South Stratford Road, 5th Floor (Mailing address: P.O. Drawer 25008, Winston-Salem, NC 27114-5008) City: Winston-Salem State: NC Zip: 27104

7. Total fee (37 CFR 3.41) \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Mary Margaret Ogburn Name of Person Signing [Signature] Signature 3/13/02 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/28/2002 TDIAZ1 00000071 1123415

01 FC:481

40.00 OF

TRADEMARK REEL: 002471 FRAME: 0181

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 29 1999

No. C 7946-19
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER
OF
LOFTS SEED COMPANY, INC.
INTO
AGRIBIOTECH, INC.

Pursuant to the provisions of N.S.R. § 92A.180 and N.R.S. § 92A.200, AgriBioTech, Inc a Nevada corporation, hereby submits these Articles of Merger for the purpose of merging Loft's Seed Company, Inc., a Nevada corporation and wholly-owned subsidiary of AgriBioTech, Inc., into AgriBioTech, Inc.

ARTICLE I.

Corporations Proposing to Merge and Surviving Corporation

The name of the merging corporation is Loft's Seed Company, Inc., a Nevada corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

ARTICLE II.

Adoption of Plan of Merger

The Plan of Merger set forth in Article IV was duly adopted by the Parent Corporation and the Subsidiary Corporation.

ARTICLE III.

Approval by Shareholders

Pursuant to N.R.S. § 92A.180, neither the approval of the Shareholders of the Parent Corporation, nor the approval of the Shareholders of the Subsidiary Corporation was required.

ARTICLE IV.

Plan of Merger

The following Plan of Merger was duly approved on November 15, 1999, in the manner prescribed by law with respect to each of the corporations participating in the Merger:

Section 1. Corporations Proposing to Merge and Surviving Corporation. The name of the merging corporation is Loft's Seed Company, Inc., a Nevada corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

Section 2. Effective Time of Merger. The effective time of the merger shall be November 29, 1999 at 11:59 p.m. E.S.T. (the "Effective Time").

Section 3. Effects of Merger. The Merger shall have the effects set forth in N.R.S. § 92A.250.

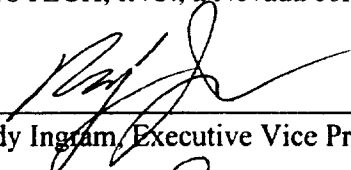
Section 4. Conversion of Shares. Each share of capital stock of the Subsidiary Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished without consideration given therefor. The shares of capital stock of the Surviving Corporation shall continue to be outstanding without change.


Section 5. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall become the Articles of Incorporation and Bylaws of the Surviving Corporation following the Effective Time until changed in accordance with their terms and applicable law.

[Signature page to follow]

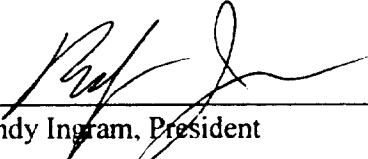
This the 15th day of November, 1999.

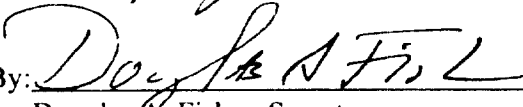
AGRIBIOTECH, INC., a Nevada corporation

By: 
Randy Ingram, Executive Vice President

By: 
Douglas A. Fisher, Secretary

LOFTS SEED COMPANY, INC., a Nevada corporation

By: 
Randy Ingram, President

By: 
Douglas A. Fisher, Secretary