

04-08-2002



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

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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.

<p>1. Name of conveying party(ies): American Rice, Inc. 3-21-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Texas <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: American Rice, Inc.</p> <p>Internal Address: PO Box 2587 Street Address: 10700 North Freeway #800 Houston, Texas 77252-2587</p> <p>City: _____ State: _____ Zip: _____</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: Filed 09/09/99-State of Delaware</p>	

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FINANCE SECTION

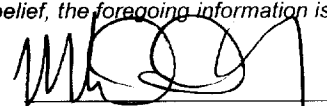
4. Application Number(s) or Registration Number(s):

A. Trademark Application No. (s):	B. Trademark Registration No. (s): 725,424
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Michael S. McCoy FULBRIGHT & JAWORSKI L.L.P.</p> <p>Internal Address: Atty. Dkt.: T000246US0 Street Address: 1301 McKinney, Suite 5100</p> <p>City: Houston State: TX Zip: 77010-3095</p>	<p>6. Total Number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit account number: _____</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

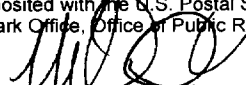
Name of Person Signing  Signature _____ Date

March 21, 2002

Total number of pages including cover sheet, attachments, and document: 5

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as Express Mail, Airbill No. EK10265698US, in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231, on the date shown below.

Dated: March 21, 2002 Signature:  (Michael S. McCoy)

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Delaware

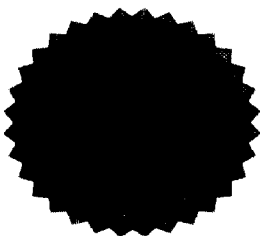
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICAN RICE, INC.", A TEXAS CORPORATION,

WITH AND INTO "AMERICAN RICE, INC." UNDER THE NAME OF "AMERICAN RICE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1999, AT 6:45 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1658946

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DATE: 03-11-02

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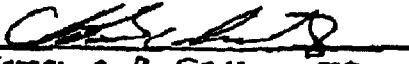
**CERTIFICATE OF MERGER OF
American Rice, Inc., a Texas corporation
INTO
American Rice, Inc., a Delaware corporation
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

American Rice, Inc., a Delaware corporation, hereby certifies that:

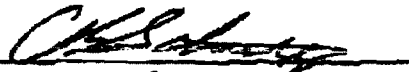
- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) American Rice, Inc., a Texas corporation ("Rice-Texas"); and
 - (b) American Rice, Inc., a Delaware corporation ("Rice-Delaware").
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Rice-Texas and by Rice-Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is American Rice, Inc., a Delaware corporation.
- (4) The certificate of incorporation of Rice-Delaware shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the State of Delaware.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of Rice-Delaware at 411 North Sam Houston Parkway East, Houston, Texas, 77060.
- (7) A copy of the Agreement and Plan of Merger will be furnished by Rice-Delaware, on request and without cost, to any stockholder of Rice-Texas or Rice-Delaware.
- (8) The authorized capital stock of Rice-Texas, as of the date hereof, consists of 14,000,000 shares, consisting of 10,000,000 shares of Common Stock, \$1.00 par value per share, of which 2,443,892 shares are issued and outstanding; and 4,000,000 shares of Preferred Stock, \$1.00 par value per share, of which 777,777 shares of Series A Convertible Preferred Stock, 2,800,000 shares of Series B Convertible Preferred Stock and 300,000 shares of Series C Preferred Stock, are issued and outstanding.

IN WITNESS WHEREOF, Rice-Delaware has caused this certificate to be signed by C.B. Schultz, in his capacity as its Vice President, and attested by C.B. Schultz, in his capacity as its Secretary, on the 29th day of September, 1999.

American Rice, Inc., a Delaware corporation

By: 
Name: C.B. SCHULTZ
Title: VICE PRESIDENT

ATTEST:

By: 
Name: C.B. SCHULTZ
Title: Secretary

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