

04-10-2003

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



4-8-03

102411608

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

1. Name of conveying party(ies):

Enzyme Bio-Systems Ltd.

- Individual(s), General Partnership, Corporation, Other, Association, Limited Partnership

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

Genencor International Wisconsin, Inc. 2600 Kennedy Drive Beloit, Wisconsin

- Individual(s), General Partnership, Corporation, Other, Association, Limited Partnership

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: 29 May 2002

If assignee is not domiciled in the United States, a domestic representative designation is attached... Additional name(s) & address(es) attached?

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

A. Application No.(s)

B. Registration No.(s)

1,466,826; 1,351,166; and 1,641,825

Additional numbers attached? Yes No

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

Name: Kamrin T. MacKnight Address: Genencor International, Inc. 925 Page Mill Road Palo Alto, California 94304

6. Total number of applications and registrations involved:

3

7. Total fee (34 CFR 3.41) \$

- Enclosed, Authorized to be charged to deposit account

8. Deposit Account number: 07-1048

04/10/2003 DDYRNE 00000045 071048 1466826

DO NOT USE THIS SPACE

01 FC:8521 40.00 CH
02 FC:8522 50.00 CH
03 FC:8523 120.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy a true copy of the original document.

Kamrin T. MacKnight

Name of Person Signing

Signature

07 April 2003

Date

Total number of pages comprising cover sheet:

5

Delaware

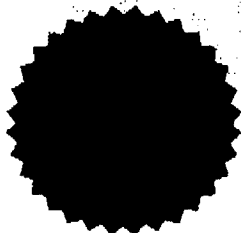
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "GENENCOR INTERNATIONAL WISCONSIN, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ENZYME BIO-SYSTEMS LTD." TO "GENENCOR INTERNATIONAL WISCONSIN, INC.", FILED THE TWENTY-FIFTH DAY OF JUNE, A.D. 2002, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2349836

030224958

DATE: 04-04-03

TRADEMARK
REEL: 002631 FRAME: 0425

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 06/25/2002
020413368 - 0903994

RESTATED
CERTIFICATE OF INCORPORATION
OF
ENZYME BIO-SYSTEMS LTD.

Duly Adopted in Accordance with Sections 242, 245 and 228 of the
Delaware General Corporation Law

The undersigned, Stuart L. Melton, being the Secretary of **ENZYME BIO-SYSTEMS LTD.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

I. The present name of the Corporation is Enzyme Bio-Systems Ltd., and the name under which the corporation was originally incorporated is CPC Latin America (Group) Ltd.

II. The date that the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware was December 4, 1980, and the Corporation's Certificate of Incorporation was amended by a Certificate of Amendment filed with the Secretary of State for the State of Delaware on July 26, 1983.

III. This Restated Certificate of Incorporation was duly adopted in accordance with Sections 242, 245 and 228 of the Delaware General Corporation Law.

IV. The Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

RESTATED**CERTIFICATE OF INCORPORATION**

FIRST: The name of this Corporation is **GENENCOR INTERNATIONAL WISCONSIN, INC.**

SECOND: The Corporation's registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The registered agent in charge thereof 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: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

FIFTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-laws of the Corporation.

SIXTH: The election of directors of the Corporation need not be by written ballot.

SEVENTH: A member of the Corporation's Board of Directors shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except for liability of the director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, relating to the payment of unlawful dividends or unlawful stock repurchases or redemptions, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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EIGHTH:

(a) The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, no person seeking indemnification will be indemnified unless he or she served as a director or officer of the Corporation as of or following February 6, 2002, and provided further, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article Eighth shall include the right to be paid by the Corporation the reasonable expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(b) The rights to indemnification and to the advancement of expenses conferred in this Article Eighth shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(c) Any repeal or modification of this Article Eighth shall not adversely affect any rights to indemnification and the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

IN WITNESS WHEREOF, Enzyme Bio-Systems Ltd. has caused this Restated Certificate to be signed by Stuart L. Melton, its Secretary, this 29th day of May 2002.

ENZYME BIO-SYSTEMS LTD.

By: Stuart L. Melton
Stuart L. Melton, Secretary

The United States Patent and Trademark Office (RO/US) Date Stamp hereon will acknowledge receipt of the following documents:

- Transmittal and Request for Expedited Service (1p)
- Certificate of Change of Name and Recordation Cover Sheet (5pp)
- Assignment and Recordation Cover Sheet (2pp)

Mailing Date: 04 April 2003

In re: Genencor International, Inc.

TM Reg. No. 1,466,826, for STARCH BUSTERS

TM Reg. No. 1,351,166, for G-ZYME

TM Reg. No. 1,641,825, for MULTIFRESH

Kamrin T. MacKnight

Reg. No. 38,230

Our File T126-US