



To the Honorable Commissioner of Patent

102359944

Final documents or copy thereof.

1. Name of conveying party(ies):

Lor\*Al Products, Inc. Ag-Chem Manufacturing Co., Inc.

2-5-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 7, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,254,053 1,167,003 1,846,505 1,170,941 1,726,620 1,605,979

Additional number(s) attached Yes No

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

Name: Auma N. Reggy, Esq. Internal Address: Troutman Sanders LLP Bank of America Plaza

Street Address: 600 Peachtree Street NE Suite 5200 City: Atlanta State GA Zip: 30308-2216

6. Total number of applications and registrations involved: 6

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

20-1507

(Attach duplicate copy of this page if paying by deposit account)

02/06/2003 ECDOPER 00000133 1254053

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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.

Auma N. Reggy, Esq.

Signature

1/29/03

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 11

# 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 ON FILE OF "AG-CHEM EQUIPMENT CO., INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

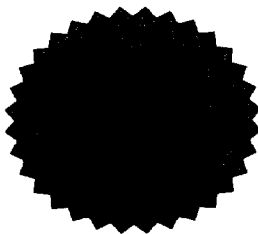
CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000, AT 3:15 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "AGRI ACQUISITION CORP." TO "AG-CHEM EQUIPMENT CO., INC.", FILED THE SIXTEENTH DAY OF APRIL, A.D. 2001, AT 2:45 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TENTH DAY OF DECEMBER, A.D. 2001, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1597098

DATE: 02-05-02

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TRADEMARK  
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**CERTIFICATE OF INCORPORATION****OF****AGRI ACQUISITION CORP.**

1. The name of the corporation is Agri Acquisition Corp.
2. The address of its 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.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each such share is Zero (\$0.00).
5. The name and mailing address of the Incorporator are Colleen A. Hartman, c/o Troutman Sanders, Bank of America Plaza, Suite 5200, 600 Peachtree Street, N.E., Atlanta, Georgia 30308-2216.
6. The corporation is to have perpetual existence.
7. 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 bylaws of the corporation.
8. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.
9. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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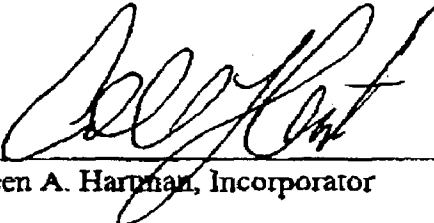
contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

10. The name of the initial director of the corporation, who shall serve as director of the corporation until the first annual meeting of stockholders or until a successor is duly elected and qualified, is Robert J. Ratliff.

The address for the above initial director is c/o Troutman Sanders, Bank of America Plaza, Suite 5200, 600 Peachtree Street, N.E., Atlanta, Georgia 30308-2216.

11. 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 stockholders herein are granted subject to this reservation.

I, 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, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 14<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
Colleen A. Harman, Incorporator

**CERTIFICATE OF MERGER**

**OF**

**AGRI ACQUISITION CORP.  
(a Delaware Corporation),**

**AND**

**AG-CHEM EQUIPMENT CO., INC.  
(a Minnesota Corporation)**

This Certificate of Merger is executed by Agri Acquisition Corp., as the surviving corporation, pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware.

**I.**

The name and jurisdiction of incorporation of each of the constituent corporations to the merger to which this Certificate relates are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Agri Acquisition Corp.	Delaware
Ag-Chem Equipment Co., Inc.	Minnesota

**II.**

The Agreement and Plan of Merger, dated as of November 20, 2000 (the "Merger Agreement") by and among AGCO Corporation, a Delaware corporation, Agri Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of AGCO Corporation, and Ag-Chem Equipment Co., Inc., a Minnesota corporation, has been approved, adopted, certified, executed and acknowledged by each of the respective corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

**III.**

The name of the surviving corporation is Agri Acquisition Corp., a Delaware corporation.

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IV.

The surviving corporation's Certificate of Incorporation as in effect immediately prior to the merger shall be the Certificate of Incorporation of Agri Acquisition Corp., except that Article 1 of the Certificate of Incorporation of Agri Acquisition Corp. is deleted in its entirety and replaced with the following:

"1. The name of the corporation is Ag-Chem Equipment Co., Inc."

V.

An executed copy of the Merger Agreement is on file at the principal place of business of the surviving corporation, at the following address: 4205 River Green Parkway, Duluth, GA 30096.

VI.

A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any corporation that is a party to the merger.

VII.

The merger shall become effective upon filing of this Certificate of Merger.

VIII.

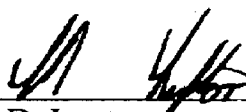
The authorized capital stock of Ag-Chem Equipment Co. Inc., a Minnesota corporation, is 40,000,000 shares of \$0.01 par value common stock.

(Remainder of this page intentionally left blank)

IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the merger, has caused its duly authorized representative to execute this Certificate of Merger as of this 16<sup>th</sup> day of April, 2001.

**AGRI ACQUISITION CORP.**

By:   
Robert J. Ratliff  
Its: President

Attest:   
Stephen D. Lupton  
Its: Vice President and Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**Ag-Chem Sales Co., Inc. (a Minnesota Corporation)  
Lor\*Al Products, Inc. (a Minnesota Corporation)  
Ag-Chem Equipment International, Inc. (a Minnesota Corporation)  
Ag-Chem Manufacturing Co., Inc. (a Minnesota Corporation)**

**INTO**

**AG-CHEM EQUIPMENT CO., INC. (a Delaware Corporation)**

\*\*\*\*\*

**AG-CHEM EQUIPMENT CO., INC.**, a corporation organized and existing under the laws of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated on the 14<sup>th</sup> day of November, 2000, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of the stock of

<b>Ag-Chem Sales Co., Inc.</b>	<b>(a Minnesota Corporation)</b> incorporated on December 31, 1996
<b>Lor*Al Products, Inc.</b>	<b>(a Minnesota Corporation)</b> incorporated on September 19, 1991
<b>Ag-Chem Equipment International, Inc.</b>	<b>(a Minnesota Corporation)</b> incorporated on March 7, 1994
<b>Ag-Chem Manufacturing Co., Inc.</b>	<b>(a Minnesota Corporation)</b> incorporated on December 11, 1980

**THIRD:** Pursuant to the following resolutions of the Board of Directors of the Corporation, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 27<sup>th</sup> day of November, 2001, the following corporations shall be merged with and into the Corporation:

<b>Ag-Chem Sales Co., Inc.</b>	<b>(a Minnesota Corporation)</b>
<b>Lor*Al Products, Inc.</b>	<b>(a Minnesota Corporation)</b>
<b>Ag-Chem Equipment International, Inc.</b>	<b>(a Minnesota Corporation)</b>
<b>Ag-Chem Manufacturing Co., Inc.</b>	<b>(a Minnesota Corporation)</b>

STATE OF DELAWARE  
SECRETARY OF STATE  
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**RESOLVED**, that the plan of merger is as follows:

**FIRST:** The following corporations shall be merged with and into the Corporation:

Ag-Chem Sales Co., Inc. (a Minnesota Corporation)  
Lor\*Al Products, Inc. (a Minnesota Corporation)  
Ag-Chem Equipment International, Inc. (a Minnesota Corporation)  
Ag-Chem Manufacturing Co., Inc. (a Minnesota Corporation)

**SECOND:** The Corporation shall be the surviving corporation.

**THIRD:** The Certificate of Incorporation of the Corporation, as heretofore amended and as in effect on the effective date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the Corporation following the merger.

**FOURTH:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations pursuant to the merger shall be as follows:

(a) Each share of common stock of the corporations merged into the Corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be cancelled.

(b) Each share of common stock of the Corporation which shall be outstanding on the effective date of the merger shall remain outstanding after the merger as an identical share of the common stock of the Corporation.

**FIFTH:** The terms and conditions of the merger are as follows:

(a) The bylaws of the Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Corporation after the merger until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Corporation shall continue in office after the merger until their successors shall have been elected and qualified.

(c) The merger shall become effective on December 31, 2001.

**FURTHER RESOLVED**, that the merger contemplated by these resolutions may be terminated or abandoned, or its terms amended, by action of the Board of Directors of

the Corporation at any time prior to the effective date of such merger.

IN WITNESS WHEREOF, said AG-CHEM EQUIPMENT CO., INC. has caused this Certificate to be signed by Stephen D. Lupton, its Vice President, this 7 day of December, 2001.

AG-CHEM EQUIPMENT CO., INC.

By   
Title: Vice President

**TRADEMARK EXHIBIT**

**Ag-Chem Manufacturing Co., Inc.**

SOILECTION U.S. Regis. No. 1,605,979 Int. Cl. 40

**Lor\*Al Products, Inc.**

AIR-MAX U.S. Regis. No. 1,726,620 Int. Cl. 07

BENSON BOOM U.S. Regis. No. 1,254,053 Int. Cl. 07

EASY-RIDER U.S. Regis. No. 1,167,003 Int. Cl. 07

LIQUI-MAX U.S. Regis. No. 1,846,505 Int. Cl. 07

LOR\*AL& Design U.S. Regis. No. 1,170,941 Int. Cl. 07