

02-27-2003



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

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

102375441

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

1. Name of conveying party(ies): American Rice, Inc. **2-24-03**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Texas
 Other:

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

2. Name and address of receiving party(ies):
 Name: American Rice, Inc.
 Internal Address: P.O. Box 2587, HT 77252-2587
 Street Address: 10700 North Freeway, Suite 800
 City: Houston State: Texas Zip: 77037
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: September 29, 1999

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

A. Trademark Application No.(s): _____

B. Trademark Registration No.(s): 1,213,382

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael S. McCoy
FULBRIGHT & JAWORSKI L.L.P.
 Internal Address: Atty. Dkt.: HO-T00639US0
 Street Address: 1301 McKinney, Suite 5100
 City: Houston State: TX Zip: 77010-3095


6. Total Number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)

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.

Michael S. McCoy  February 18, 2003
 Name of Person Signing Signature Date

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

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail. In an envelope addressed to: Box Assignment, Director - U.S. Patent and Trademark Office, WA, D.C. 20231, on the date shown below.

Dated: February 18, 2003 Signature: Sharon K. Ditch (Sharon K. Ditch)

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:45 PM 09/29/1999
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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.

Delaware

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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: 165 TRADEMARK

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DATE: 09-19-99 REEL: 002694 FRAME: 0992

P. 03/03

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 25 th day of September, 1999.

American Rice, Inc., a Delaware corporation

By: [Signature]
Name: C. B. SCHULTZ
Title: VICE PRESIDENT

ATTEST:

By: [Signature]
Name: C. B. SCHULTZ
Title: Secretary