

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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.</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-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: Street Address: 10700 North Freeway, Suite 800</p> <p>City: Houston State: TX Zip: 77037</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 (Designations must be a separate document from assignment) <input type="checkbox"/> No</p> <p>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 checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: September 29, 1999</p>	

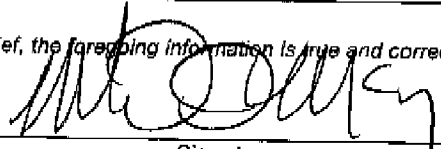
4. Application Number(s) or Registration Number(s):

<p>A. Trademark Application No.(s):</p> <p>Additional numbers attached? <input type="checkbox"/></p>	<p>B. Trademark Registration No.(s):</p> <table style="width: 100%;"> <tr> <td>1,061,321</td> <td>1,064,040</td> <td>1,088,865</td> </tr> <tr> <td>1,061,323</td> <td>1,078,019</td> <td>1,088,866</td> </tr> <tr> <td>1,061,325</td> <td>1,081,952</td> <td>1,130,958</td> </tr> </table> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	1,061,321	1,064,040	1,088,865	1,061,323	1,078,019	1,088,866	1,061,325	1,081,952	1,130,958
1,061,321	1,064,040	1,088,865								
1,061,323	1,078,019	1,088,866								
1,061,325	1,081,952	1,130,958								

<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.: Various Numbers 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: 26</p> <p>7. Total fee (37 CFR 3.41) \$ 1,040.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: 06-2375 (Attach duplicate copy of this page if paying by deposit account)</p>
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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.



Name of Person Signing Signature Date

December 10, 2003

Total number of pages including cover sheet, attachments, and document: 9

CH \$665.00 062375 1061321

Form PTO-1594	RECORDATION FORM COVER SHEET (continued)	Page 2 of 2
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Additional Conveying Parties (1. Continued):

Additional Receiving Parties (2. Continued):

Assignee Name:

Internal Address:

Street Address:

City: State: Zip Code:

Additional Applications and/or Registration Numbers (4. Continued)

<p>Additional Application Number(s) 4A continued:</p> 	<p>Additional Registration Number(s) 4B continued:</p> <p>1,300,823</p> <p>1,353,112</p> <p>1,504,178</p> <p>1,522,018</p> <p>1,522,019</p> <p>1,557,101</p> <p>1,564,885</p> <p>1,581,806</p> <p>2,095,795</p> <p>2,156,897</p> <p>2,205,935</p> <p>106,694</p> <p>666,954</p> <p>677,073</p> <p>805,716</p> <p>837,239</p> <p>883,480</p>
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Additional numbers attached? Yes No

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

3102856 8100M
020153226

AUTHENTICATION: 1658943

TRADEMARK

DATE: 09-21-99
REEL: 002761 FRAME: 0703

SEP-29-1999 15:37 FROM CT CORPORATION SYSTEM TO DOVER

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:45 PM 09/29/1999
991411101 - 3102856

**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.

SEP-29-1999 15:37 FROM CT CORPORATION SYSTEM TO DOVER

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

ATTEST:

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

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010-3095
WWW.FULBRIGHT.COMMMCCOY@FULBRIGHT.COM
DIRECT DIAL: (713) 651-8216TELEPHONE: (713) 651-6151
FACSIMILE: (713) 651-8246

December 10, 2003

VIA FACSIMILE NO. 703.306.5995

MS Assignment Recordation Services
Director of the US Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450Re: U.S. Trademark Registration No. 666,954
Mark: 103
Our Reference: HO-T00027US0U.S. Trademark Registration No. 2,095,795
Mark: COOKS IN 5 MINUTES 2 SERVINGS (AND DESIGN)
Our Reference: HO-T00030US0U.S. Trademark Registration No.: 1,081,952
Mark: ADOLPHUS
Our Reference: HO-T00055US0U.S. Trademark Registration No. 1,130,958
Mark: ARI
Our Reference: HO-T00085US0U.S. Trademark Registration No. 1,564,865
Mark: ARIRANG
Our Reference: HO-T00086US0U.S. Trademark Registration No. 1,557,101
Mark: AZULIN
Our Reference: HO-T00097US0U.S. Trademark Registration No. 2,156,897
Mark: BLUE PEACOCK
Our Reference: HO-T00126US0

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U.S. Trademark Registration No. 2,205,935
Mark: BLUE RIBBON
Our Reference: HO-T00127US1

U.S. Trademark Registration No. 106,694
Mark: BLUE RIBBON
Our Reference: HO-T00127US2

U.S. Trademark Registration No. 837,239
Mark: BLUE RIBBON EMBLEM
Our Reference: HO-T00129US0

U.S. Trademark Registration No. 1,522,018
Mark: CAM AND DESIGN
Our Reference: HO-T00158US0

U.S. Trademark Registration No. 677,073
Mark: CHOPSTICK
Our Reference: HO-T00179US0

U.S. Trademark Registration No. 1,061,325
Mark: CINTA AZUL
Our Reference: HO-T00185US0

U.S. Trademark Registration No. 1,300,823
Mark: CINTIA
Our Reference: HO-T00187US0

U.S. Trademark Registration No. 1,088,866
Mark: CLOWN HEAD DESIGN
Our Reference: HO-T00205US0

U.S. Trademark Registration No. 1,088,865
Mark: CONFETTI
Our Reference: HO-T00233US0

U.S. Trademark Registration No. 1,504,178
Mark: GA-VO
Our Reference: HO-T00373US0

U.S. Trademark Registration No. 883,480
Mark: GIRL DESIGN

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Our Reference: HO-T00382US0

U.S. Trademark Registration No. 1,061,323

Mark: GOLDEN SAIL

Our Reference: HO-T00400US0

U.S. Trademark Registration No. 1,581,806

Mark: GOLDEN SAIL & SAIL BOAT DESIGN

Our Reference: HO-T00401US0

U.S. Trademark Registration No. 1,064,040

Mark: ISLANDER

Our Reference: HO-T00489US0

U.S. Trademark Registration No. 1,353,112

Mark: LONGEVITY

Our Reference: HO-T00562US0

U.S. Trademark Registration No. 1,078,019

Mark: RED RIBBON

Our Reference: HO-T00768US0

U.S. Trademark Registration No. 805,716

Mark: SOUTHERN BEAUTY

Our Reference: HO-T00847US0

U.S. Trademark Registration No. 1,522,019

Mark: TANYA IN SCRIPT

Our Reference: HO-T00911US0

U.S. Trademark Registration No. 1,061,321

Mark: WHITE SAIL

Our Reference: HO-T01074US0 / Matter No. 08156617

Dear Madam:

Attached hereto for filing are the following:

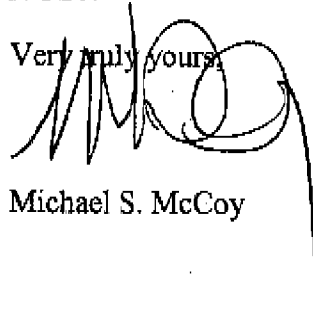
1. Recordation Form Cover Sheet (2 pages);
2. Merger Document (3 pages) and
3. Postcard

December 10, 2003

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The Commissioner is hereby authorized to charge the amount of \$1040.00 to cover the required fees in recording the Certificate of Merger. The Commissioner is further authorized to charge any deficiency in the fees filed, asserted to be filed or which should have been filed herewith (or with any paper hereafter filed in this application by this firm) to our Deposit Account No. 06-2375, under Order No. HO-00027US0.

Very truly yours,


Michael S. McCoy

MSM/skd
Enclosures