

9-3-03

09-08-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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.

1. Name of conveying party(ies):

Biotol, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State of Delaware 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: 7/3/03

2. Name and address of receiving party(ies)

Name: Lallemand Specialties, Inc.

Internal Address:

Address:

Street Address: 6120 West Douglas Avenue

City: Milwaukee State: WI Zip: 53218

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1375452,

1402806, 1801374, 2300634

Additional number(s) attached Yes No

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

Name: Suzanne L. Glassburn

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West

155 Seaport Boulevard

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41): \$ 115

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Suzanne L. Glassburn Name of Person Signing

Suzanne L. Glassburn Signature

9/3/03 Date

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

09/05/2003 LIRELLER 0000021 1375452

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
- 2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
- 3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Biotai, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form\_\_\_\_\_)

ARTICLE I

The name of the corporation is Lallemand Specialties, Inc.

m

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

[Handwritten Signature]

Name and telephone number of contact person: Stephen A. Gould, Esq. (617) 439-2710

Please print legibly

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State, 180 State Office Bldg., 100 Constitution Ave. St. Paul, MN 55155-1299, (651)296-2803

**BIOTAL, INC.**

**STOCKHOLDER ACTION BY WRITTEN CONSENT**

Pursuant to Sections 302A.139 and 302A.441 of the Business Corporation Act of the State of Minnesota, as amended, the undersigned sole stockholder of Biotol, Inc., a Minnesota corporation (the "Company"), representing all of the outstanding shares of the common stock of the Company, hereby consents to the adoption of the following resolutions:

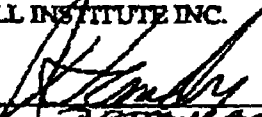
**RESOLVED:** That the name of the Company be changed from "Biotol, Inc." to "Lallemand Specialties, Inc.", and that the Articles of Incorporation of the Company be amended such that Article First thereof, as amended, shall be and read as follows:

"The name of the corporation is Lallemand Specialties, Inc."

This consent instrument shall be filed with the records of the Company and the actions set forth herein shall be treated for all purposes as votes duly taken at a meeting.

**STOCKHOLDER:**

ROSELL INSTITUTE INC.

By:   
Name: ROSELL INSTITUTE INC.  
Title: MANAGER

Dated: July  2003

1193406.1

**BIOTAL, INC.**

**DIRECTOR ACTION BY UNANIMOUS WRITTEN CONSENT**

Effective: July 2, 2003

Pursuant to Sections 302A.139 and 302A.239 of the Business Corporation Act of the State of Minnesota, as amended, the undersigned being the sole of the Director of Biotol, Inc., a Minnesota corporation (the "Company"), hereby consents to the following resolutions:

**RESOLVED:** That the name of the Company be and is hereby changed from "Biotol, Inc." to "Lallemand Specialties, Inc." and that the Articles of Incorporation of the Company be amended such that Article First thereof, as amended, shall be and read as follows:

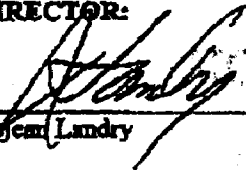
"Article First. The name of the corporation is Lallemand Specialties, Inc."

**RESOLVED:** That the proposed amendment shall be submitted to the sole stockholder of the Company for its approval; and that an Amendment of Articles of Incorporation, if approved by the sole stockholder, shall be executed on behalf of the Company and filed with the Secretary of State of Minnesota.

**RESOLVED:** That the officers of the Company be, and each of them acting singly hereby is, empowered, authorized and directed to do any and all acts and things and to execute, acknowledge, affix the corporate seal to and deliver any and all certificates, documents, instruments, and other writings (including the Amendment of Articles of Incorporation described above) in such form and with such substance as such officer shall deem necessary or advisable to carry out, implement or comply with the foregoing resolutions, and that the doing of any such act or thing or the execution of any such writing shall be conclusive evidence of such officer's authority therefor hereunder.

That this consent instrument be filed with the records of the Company and the actions set forth herein shall be treated for all purposes as votes duly taken at a meeting.

DIRECTOR:

  
Refem Landry

1193406.1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUL 03 2003

  
Secretary of State



TOTAL P.04