

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/08/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Emergent Genetics USA, Inc.	FORMERLY Stoneville Pedigreed Seed Co.	06/08/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Emergent Genetics, Inc.
Street Address:	6625 Lenox Park Drive Suite 117
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38115
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2779059	STONEVILLE INTERNATIONAL, INC.

**CORRESPONDENCE DATA**

Fax Number: (314)694-9009  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 314-694-5201  
 Email: barbara.a.bunning-stevens@monsanto.com  
 Correspondent Name: Barbara Bunning-Stevens  
 Address Line 1: 800 North Lindbergh Blvd. E2NA  
 Address Line 4: St. Louis, MISSOURI 63167

NAME OF SUBMITTER:	Barbara Bunning-Stevens
Signature:	/bbs/
Date:	11/01/2005

**CH \$40.00 2779059**

Total Attachments: 4

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# Delaware

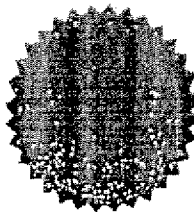
PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"EMERGENT GENETICS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "EMERGENT GENETICS USA, INC." UNDER THE NAME OF "EMERGENT GENETICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JUNE, A.D. 2004, AT 3:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3139045 8100M

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3159609

DATE: 06-08-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:27 PM 06/08/2004  
FILED 03:21 PM 06/08/2004  
SRV 040424042 - 3139045 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
EMERGENT GENETICS, INC.  
INTO  
EMERGENT GENETICS USA, INC.**

(Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware (the "DGCL"))

Emergent Genetics, Inc., a Delaware corporation (the "Corporation"), for the purpose of merging with and into Emergent Genetics USA, Inc., a Delaware corporation and wholly-owned subsidiary of Corporation ("EGUSA"), does hereby certify as follows:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of EGUSA.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 7th day of June, 2004, authorized and approved the merger of the Corporation with and into EGUSA on the terms and conditions set forth in such resolutions:

"WHEREAS, it is proposed that the Corporation be merged, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "EG Merger") with and into Emergent Genetics USA, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("EGUSA"), with EGUSA being the surviving corporation.

WHEREAS, the Board deems the EG Merger in the best interests of the Corporation, among other reasons, to simplify its corporate structure.

NOW, THEREFORE, BE IT RESOLVED, that the EG Merger is hereby approved, and pursuant to and upon consummation of the EG Merger, the Corporation will cause EGUSA will assume all of the Corporation's liabilities and obligations;

FURTHER RESOLVED, that immediately upon the consummation of the EG Merger, each share of capital stock of the Corporation outstanding prior to the EG Merger shall automatically be cancelled and be replaced with an equal number of shares of stock of the surviving corporation on surrender of any certificates therefor, and each share of the capital stock of EGUSA theretofore outstanding shall automatically be cancelled with no consideration payable therefor;

FURTHER RESOLVED, that upon the effective date of the merger, the name of EGUSA, as the surviving corporation, shall be changed to "Emergent Genetics, Inc.";

FURTHER RESOLVED, that upon the effective date of the merger, the Certificate of Incorporation of EGUSA, as the surviving corporation, shall be amended by striking Article Fourth of the Certificate of Incorporation in its entirety and replacing therefor:

"FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 2,000,000 shares of common stock, par value \$0.01 per share."; and

FURTHER RESOLVED, that the Chairman of the Board, the President, the Chief Financial Officer, any Vice President, the Treasurer, the Secretary and any Assistant Secretary (each a "Proper Officer") of the Corporation, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered, and directed, for, on behalf of and in the name of the Corporation, to make, execute, certify and deliver and acknowledge a Certificate of Merger setting forth these resolutions and the date of adoption thereof and to cause the same to be filed in the office of the Secretary of State of Delaware and to do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary or advisable to make effective or implement the intent and purposes of the foregoing resolutions, and any such document so executed or act or thing done or caused to be done by them, or any of them, shall be conclusive evidence of their or his authority in so doing."

FOURTH: This Certificate of Merger has been duly adopted by the written consent of the Board of Directors of the Corporation and by the written consent of the majority stockholder of the Corporation entitled to vote thereon, in accordance with the provisions of Sections 141, 228 and 253 of the DGCL, as applicable.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger in the records of the office of the Secretary of State of the State of Delaware.


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FROM CORPORATION TRUST WILM. TEAM #2  
FROM CORPORATION TRUST WILM. TEAM #2

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of  
Ownership and Merger to be signed this 8<sup>th</sup> day of June, 2004.

EMERGENT GENETICS, INC.

By:   
Ray Nelson Dryden, Jr.  
CEO and Assistant Secretary