

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2001		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Zeneca Ag Products Inc.		12/20/2000
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Syngenta Crop Protection, Inc.		
Street Address:	410 Swing Road		
City:	Greensboro		
State/Country:	NORTH CAROLINA		
Postal Code:	27409		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2832379	TOUCHDOWN
CORRESPONDENCE DATA			
Fax Number:	(336)632-2012		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	336-632-6049		
Email:	susan.keefer@syngenta.com		
Correspondent Name:	Rebecca Howard		
Address Line 1:	410 Swing Road		
Address Line 4:	Greensboro, NORTH CAROLINA 27409		
ATTORNEY DOCKET NUMBER:	2832379 TOUCHDOWN & DEV.		
NAME OF SUBMITTER:	Rebecca Howard		
Signature:	/REBECCA HOWARD/		

OP \$40.00 2832379

900146543

**TRADEMARK
 REEL: 004088 FRAME: 0092**

Date:

10/30/2009

Total Attachments: 8

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"ZENECA AG PRODUCTS INC.", A DELAWARE CORPORATION,
WITH AND INTO "SYNGENTA CROP PROTECTION, INC." UNDER THE NAME OF "SYNGENTA CROP PROTECTION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2695101 8100M

AUTHENTICATION: 0876047

001645545

DATE: 12-26-00

TRADEMARK
REEL: 004088 FRAME: 0094

CERTIFICATE OF MERGER

MERGING

ZENECA AG PRODUCTS INC.

INTO

SYNGENTA CROP PROTECTION, INC.

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned corporation, organized and existing
under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation
of each of the constituent corporations in the merger
are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Zeneca Ag Products Inc.	Delaware
Syngenta Crop Protection, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger
between the parties to the merger has been approved,
adopted, certified, executed and acknowledged by each of
the constituent corporations in accordance with the
requirements of Section 251 of the Delaware General
Corporation Law. The sole stockholder of the
outstanding common stock of each of the constituent
corporations approved and adopted the Agreement and Plan
of Merger by means of written consent in lieu of a
meeting as provided in Section 228 of the Delaware
General Corporation Law.

FOURTH of the certificate of incorporation of Syngenta Crop Protection, Inc. shall be amended to read in its entirety as follows:

ARTICLE FOURTH

(A) The total number of shares which the Corporation is authorized to issue is one hundred thousand, one hundred (100,100) shares, each with a par value of one cent (\$.01) per share. One hundred (100) shares shall be common stock and one hundred thousand (100,000) shares shall be Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth in this Article FOURTH (B).

(B) The rights, preferences,

Section 1. Dividends and Distributions.

(a) Subject to the rights of the holders of any shares of any series of preferred stock (or any other stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend

Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in such amount per share as the Board of Directors shall determine from time to time.

(b) No distribution shall be made to any share of common stock of the Corporation nor shall any share of the common stock of the Corporation be redeemed, retired or otherwise acquired by the Corporation unless all dividends payable on the Series A Preferred Stock shall have been paid or there shall have been set aside a sum sufficient for the payment thereof. Dividends may be declared and paid on shares of Series A Preferred Stock regardless of whether dividends are declared and paid on shares of common stock.

Section 2. Voting Rights.

Except as set forth herein or as otherwise required by law, holders of Series A Preferred Stock shall have no voting rights and their consent shall not be required for taking any corporate action. The holders of Series A Preferred Stock shall have the following voting rights:

(a) If and whenever dividends on the Series A Preferred Stock that have been declared by the Board of Directors are not timely and fully paid on all shares of Series A Preferred Stock at the time outstanding, then and in such event the holders of the Series A Preferred Stock, voting separately as a class, shall be entitled at any annual meeting of the stockholders or special meeting held in place thereof, or at a special meeting of the holders of the Series A Preferred Stock called as hereinafter provided, to elect two (2) directors. Such right of the holders of Series A Preferred Stock to elect two (2) directors may be exercised until all dividends in default on the Series A Preferred Stock shall have been paid in full or declared and funds sufficient therefor set aside, and when so paid or

provided for, the right of the holders of Series A Preferred Stock to elect such number of directors shall cease, subject always to the same provisions for the vesting of such special voting rights in the case of any such future dividend default or defaults. At any time when such special voting rights shall have so vested in the holders of Series A Preferred Stock, the Secretary of the Corporation may, and upon the written request of the holders of record of 10% or more of the number of shares of the Series A Preferred Stock then outstanding addressed to him at the principal office of the Corporation, shall, call a special meeting of the holders of the Series A Preferred Stock for the election of the two (2) directors to be elected by them as hereinafter provided, to be held in the case of such written request within forty (40) days after delivery of such request, and in either case to be held at the place and upon the notice provided by law and in the by-laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such a special meeting in the case of any such request received less than ninety (90) days before the date fixed for the next ensuing annual meeting of stockholders. No such special meeting and no adjournment thereof shall be held on a date less than thirty (30) days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of the Series A Preferred Stock become entitled to elect two (2) directors as above provided. If at any such annual or special meeting or any adjournment thereof the holders of at least a majority of the Series A Preferred Stock then outstanding shall be present or represented by proxy, then by vote of the holders of at least a majority of the shares of Series A Preferred Stock present or so represented at such meeting, the then authorized number of directors of the Corporation shall be increased by two (2) and

the holders of the Series A Preferred Stock shall be entitled to elect the additional directors so provided for. The directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, provided, however, that whenever the holders of the Series A Preferred Stock shall be divested of the special rights to elect two (2) directors as above provided, the term of office of the persons so elected as directors by the holders of the Series A Preferred Stock as a class, or elected to fill any vacancies resulting from the death, resignation or removal of the directors so elected by the holders of Series A Preferred Stock, shall forthwith terminate, and the authorized number of directors shall be reduced accordingly.

If, during any interval between any special meeting of the holders of the Series A Preferred Stock for the election of two (2) directors to be elected by them as provided above and the next ensuing annual meeting of stockholders, or between annual meetings of stockholders for the election of directors, and while the holders of the Series A Preferred Stock shall be entitled to elect two (2) directors, both of the directors who have been elected by the holders of the Series A Preferred Stock shall, by reason of resignation, death or removal, have departed from the Board, (i) the vacancies with respect to the directors elected by the holders of the Series A Preferred Stock may be filled by a majority vote of the remaining directors then in office, although less than a quorum, and (ii) if such vacancy or vacancies be not so filled within forty (40) days after the creation thereof, the Secretary of the Corporation shall call a special meeting of the holders of the Series A Preferred Stock and such vacancy or vacancies shall be filled at such special meeting.

A director elected by the vote of the holders of Series A Preferred Stock as a class, or elected by other directors to fill a vacancy resulting from the death, resignation or removal of a director elected by such class vote, may be removed from office without cause only by the vote or written consent of stockholders holding a majority of the outstanding shares of Series A Preferred Stock.

(b) The Certificate of Incorporation of this Corporation shall not be changed so as to alter in an adverse manner the powers, preferences or special rights of the Series A Preferred Stock without the consent, either in writing or by vote at a meeting called for that purpose, of the holders of at least 66-2/3% of the number of shares at the time outstanding of the Series A Preferred Stock and all such other series of shares of preferred stock of this Corporation, if any, whose powers, preferences or special rights would also be so altered in a substantially similar manner. In giving such consent, the holders of the Series A Preferred Stock and of all other such series, if any, shall vote as a single class.

Section 3. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation the holders of each share of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, equal to Two Hundred Fifty dollars (\$250.00), plus an amount equal to all declared but unpaid dividends to and including the date on which such payment is made (collectively, the "Liquidation Amount").

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment of the Liquidation Amount for each

as request and without cost, to any stockholder of any constituent corporation.

Syngenta: That the merger shall be effective at 12:01 a.m. EST on Monday, January 1, 2001.

IN WITNESS WHEREOF, Syngenta Crop Protection, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 20th day of December, 2000.

SYNGENTA CROP PROTECTION, INC.

By: *H. Guggen*
Name: Heinrich Guggen
Title: President

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