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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
11291999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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09/13/2000 MTHAI1 00000232 0504971

01 FC:481 40.00 OP
02 FC:482 175.00 DP

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<input type="text" value="0504971"/>	<input type="text" value="1367978"/>	<input type="text" value="1483742"/>
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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
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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. Charges to deposit account are authorized, as indicated herein.

Randel S. Springer
Name of Person Signing


Signature

August 2, 2000
Date Signed

NOV 24 1999

No. C-7946-89

Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER
OF
E. F. BURLINGHAM & SONS
INTO
AGRIBIOTECH, INC.**

Pursuant to the provisions of N.R.S. §92A.180 and N.R.S. § 92A.200, AgriBioTech, Inc., a Nevada corporation, hereby submits these Articles of Merger for the purpose of merging E. F. Burlingham & Sons, an Oregon corporation and wholly-owned subsidiary of AgriBioTech, Inc., into AgriBioTech, Inc.

ARTICLE I.

Corporations Proposing to Merge and Surviving Corporation

The name of the merging corporation is E. F. Burlingham & Sons, an Oregon corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

ARTICLE II.

Adoption of Plan of Merger

The Plan of Merger set forth in Article IV was duly adopted by the Parent Corporation and the Subsidiary Corporation.

ARTICLE III.

Approval by Shareholders

Pursuant to N.R.S. § 92A.180, neither the approval of the Shareholders of the Parent Corporation, nor the approval of the Shareholders of the Subsidiary Corporation was required.

ARTICLE IV.

Plan of Merger

The following Plan of Merger was duly approved on November 15, 1999, in the manner prescribed by law with respect to each of the corporations participating in the Merger:

Section 1. **Corporations Proposing to Merge and Surviving Corporation.** The name of the merging corporation is E. F. Burlingham & Sons, an Oregon corporation (hereinafter called the "Subsidiary Corporation"); and the name of the corporation which shall be the surviving corporation is AgriBioTech, Inc., a Nevada corporation (hereinafter called the "Parent Corporation").

Section 2. Effective Time of Merger. The effective time of the merger shall be November 29, 1999 at 11:59 p.m. E.S.T. (the "Effective Time").

Section 3. Effects of Merger. The Merger shall have the effects set forth in N.R.S. § 92A.250.

Section 4. Conversion of Shares. Each share of capital stock of the Subsidiary Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished without consideration given therefor. The shares of capital stock of the Surviving Corporation shall continue to be outstanding without change.

Section 5. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall become the Articles of Incorporation and Bylaws of the Surviving Corporation following the Effective Time until changed in accordance with their terms and applicable law.

[Signature page to follow]

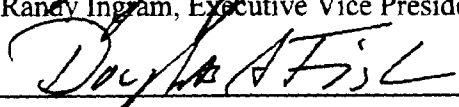
This the 15th day of November, 1999.

AGRIBIOTECH, INC., a Nevada corporation

By: _____


Randy Ingram, Executive Vice President

By: _____


Douglas A. Fisher, Secretary