



08-02-2000

09-14-2000

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TRADEMARK

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**RECORDATION FORM COVER SHEET
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Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

09/13/2000 MTHA11 00000227 0399606

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 475.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002135 FRAME: 0920

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(336) 721-3747

Name

Randel S. Springer, Esquire

Address (line 1)

Womble Carlyle Sandridge & Rice, PLLC

Address (line 2)

Post Office Drawer 84

Address (line 3)

Winston-Salem, North Carolina 27102

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

0399606

0425543

0425736

0508904

0515260

0526746

0714040

0731805

0752337

Number of Properties

Enter the total number of properties involved.

#

20

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

515.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-0517

Authorization to charge additional fees:

Yes

No

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

Randel S. Springer
Signature

08-02-00

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

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Address (line 2)

Address (line 3)

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State/Country

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Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

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Trademark Application Number(s)

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Registration Number(s)

0757022	0838144	0923365
1263324	1632501	1657564
1665382	1702025	1702026
1828986	1905821	

NOV 29 1999

No. C 7446-8-9
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER
OF
GERMAIN'S SEEDS, INC.
INTO
AGRIBIOTECH, INC.**

Pursuant to the provisions of N.S.R. § 92A.180 and N.R.S. § 92A.200, AgriBioTech, Inc., a Nevada corporation, hereby submits these Articles of Merger for the purpose of merging Germain's Seeds, Inc., a Nevada 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 Germain's Seeds, Inc., a Nevada 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 Germain's Seeds, Inc., a Nevada 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.

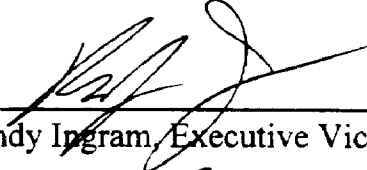
Section 4. Conversion of Shares. Each share of capital stock of the Subsidiary Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished without consideration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

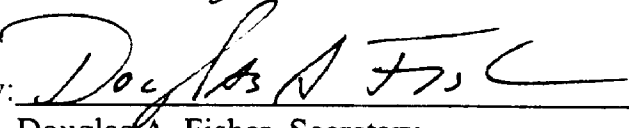
Section 5. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall become the Articles of Incorporation and Bylaws of the Surviving Corporation following the Effective Time until changed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

[Signature page to follow]

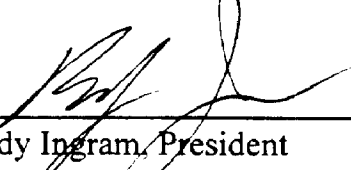
This the 15th day of November, 1999.

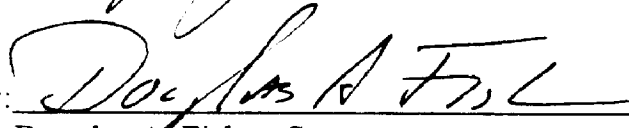
AGRIBIOTECH, INC., a Nevada corporation

By: 
Randy Ingram, Executive Vice President

By: 
Douglas A. Fisher, Secretary

GERMAIN'S SEEDS, INC., a Nevada corporation

By: 
Randy Ingram, President

By: 
Douglas A. Fisher, Secretary



August 2, 2000

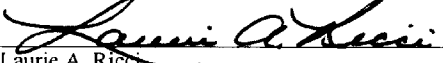
08-02-2000

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Assistant Commissioner for Trademarks
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I hereby certify that this correspondence is being deposited with the United States Postal Service as "Express Mail Post Office To Addressee," in an envelope addressed to: Assistant Commissioner for Trademarks, U.S. Patent and Trademark Office, Box ASSIGNMENTS, 2900 Crystal Drive, Arlington, VA 22202-3513 on August 2, 2000.


Laurie A. Ricci

Re: *Recordation of Trademark Conveyance Document*
Our Reference: 16860.0008.3

Dear Sir or Madam:

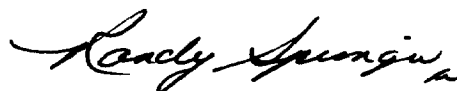
Enclosed for recording against the United States trademark/service mark registrations identified in the enclosed Recordation Form Cover Sheet (Form PTO-1618) is a copy of Articles of Merger. The enclosed conveyance document evidences the assignment of the referenced trademark/service mark registrations from Germain's Seeds, Inc., a Nevada corporation, to AgriBioTech, Inc., a Nevada corporation with a business address of 120 Corporate Park Drive, Henderson, Nevada 89014.

Also enclosed is a check from our firm in the amount of \$515.00 in full payment of the filing fee for this recordal. The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee or credit any overpayment to Deposit Account No. 50-0517.

Please send us evidence of the recording of the conveyance document at your earliest convenience. To the best of my knowledge and belief, the information contained in the cover sheet is true and correct. If you should have any questions with regard to the enclosed conveyance document, please feel free to contact the undersigned at the address or telephone number listed above. Please direct all correspondence concerning this request to the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,

WOMBLE CARLYLE SANDRIDGE & RICE
A Professional Limited Liability Company



Randel S. Springer

Enclosures

cc: Robert E. Roman, Esquire