

**WRITTEN CONSENT OF A MAJORITY
OF THE STOCKHOLDERS OF
FOOD EXTRUSION, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned stockholders whose shares collectively constitute a majority of the outstanding shares of Common Stock of Food Extrusion, Inc., a Nevada corporation (the "Corporation") entitled to vote, hereby consent to the following actions taken without a meeting of the stockholders pursuant to Section 78.320(2) of the Nevada General Corporation Law and Section 2.7 of the Bylaws of the Corporation. This Consent is executed as of May 1st, 1998, and shall be filed in the minutes of the Meetings of the Stockholders of the Corporation.

AMENDMENT OF ARTICLES OF INCORPORATION

WHEREAS, the Corporation wishes to amend its Articles of Incorporation to change its corporate name from "Food Extrusion, Inc." to "The RiceX Company";

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended to read in full as follows:

"The name of the Corporation is: The RiceX Company."

BE IT FURTHER RESOLVED, that the directors of the Corporation are hereby authorized and directed to cause a Certificate of Amendment of Articles of Incorporation to be prepared and filed with the Nevada Secretary of State, and to take any and all other actions that they deem necessary or appropriate to carry out the intent of the resolution set forth above.

APPROVAL OF MERGER

WHEREAS, there has been presented to the undersigned shareholders of the Corporation a proposed Agreement and Plan of Merger (the "Agreement") providing for the statutory merger of the Corporation into The RiceX Company, a Delaware corporation ("RiceX Delaware"); and

WHEREAS, the undersigned shareholders deem it to be in the best interest of the Corporation and its shareholders that the Agreement be approved and that the Corporation be merged into RiceX Delaware;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement substantially in the form presented to the undersigned shareholders and the mode of carrying the terms

and conditions of the Agreement, as well as the manner and basis of converting the shares of the Corporation into shares of the surviving corporation as set forth in the Agreement, are hereby approved; and

BE IT FURTHER RESOLVED, that the directors of the Corporation are authorized and directed to cause the Agreement to be executed, acknowledged and delivered in the name of and on behalf of the Corporation, and to take all actions as may be required or recommended to perform the obligations contemplated thereby.

APPROVAL OF AMENDMENT OF STOCK OPTION PLAN

WHEREAS, it has been deemed to be in the best interest of the Corporation to amend its 1997 Stock Option Plan, a copy of which is attached hereto as Exhibit A (the "Plan"), to increase the number of authorized shares of Common Stock to be issued under the Plan to 5,000,000 and to increase the number of reserved shares of Common Stock from 1,000,000 shares to 5,000,000 shares;

NOW, THEREFORE, BE IT RESOLVED, that the amendment to the Plan to increase the number of authorized shares of Common Stock to be issued under the Plan to 5,000,000 and to increase the number of reserved shares of Common Stock from 1,000,000 shares to 5,000,000 shares is hereby approved, ratified and confirmed; and

BE IT FURTHER RESOLVED, that all acts of any nature heretofore performed by the directors of the Corporation in the name of and on behalf of the Corporation in connection with the amendment to the Plan and reasonably deemed to be in the best interest of the Corporation and its shareholders are hereby approved, ratified and confirmed; and

BE IT FURTHER RESOLVED, that this Consent may be executed in two or more counterparts, each of which shall be deemed an original (including copies sent to a party by telecopy or facsimile transmission), but all of which together constitute one and the same instrument.

By execution hereof, the undersigned represent that he or she is the registered and beneficial owner of the shares of Common Stock set forth in the space provided below and has full power and authority to vote such shares in accordance with the laws of the State of Nevada.