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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp 4/94)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): DNAP Holding Corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (Delaware), Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 28, 1999

2. Name and address of receiving party(ies)

Name: Bionova Holding Corporation

Internal Address:

Street Address: 3021 North Grand Avenue

City: Nogales State AZ ZIP: 85621

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,930,008 2,298,174

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Susan Stone Rosenfield

Internal Address: Fennemore Craig, P.C.

Street Address: 3003 North Central Avenue

Suite 2600

City: Phoenix State: AZ ZIP: 85012-2913

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ \$65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

060590

(Attach duplicate copy of this page paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Susan Stone Rosenfield Name of Person Signing

Signature

November 15, 2001 Date

Total number of pages including cover sheet, attachments, and document:

3

Mail documents to be recorded with required coversheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State

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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 AMENDMENT OF "DNAP HOLDING CORPORATION", CHANGING ITS NAME FROM "DNAP HOLDING CORPORATION" TO "BIONOVA HOLDING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999, AT 6 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0635294

DATE: 08-23-00

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REEL: 002420 FRAME: 0493

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DNAP HOLDING CORPORATION**

DNAP Holding Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation, at a meeting held on February 25, 1999, adopted resolutions proposing and declaring advisable the amendments to the Certificate of Incorporation of the Corporation set forth in ARTICLES FOURTH and FIFTH below, and calling for the submission of said amendments to the stockholders of the Corporation for their consideration.

SECOND: That the stockholders of the Corporation, at a meeting held on April 28, 1999, approved and adopted these amendments.

THIRD: That these amendments were duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

FOURTH: That ARTICLE I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"The name of the Corporation is Bionova Holding Corporation."

FIFTH: That ARTICLE IV, Section 1, of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"Section 1. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifty Million Five Thousand (50,005,000) shares, consisting of (1) Fifty Million (50,000,000) shares of Common Stock, par value One Cent (\$.01) per share ("Common Stock"), and (2) Five Thousand (5,000) shares of Preferred Stock, par value One Cent (\$.01) per share ("Preferred Stock")."

SIXTH: That these amendments to the Certificate of Incorporation of the Corporation shall be effective at 11:59 p.m., Eastern Time on the date upon which this Certificate of Amendment is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate has been signed on behalf of the Corporation on this 28th day of April, 1999.

DNAP HOLDING CORPORATION
By: Arthur H. Finnel
Arthur H. Finnel
Executive Vice President