

08-30-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC TI 102206368

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

The RiceX Company

08-09-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Nevada, 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: July 30, 1998

2. Name and address of receiving party(ies)

Name: The RiceX Company

Internal

Address:

Street Address: 1241 Hawk's Flight Court

City: El Dorado State: CA Zip: 95762

- 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?

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,116,357

Additional number(s) attached Yes No

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

Name: Mary Boney Denison

Internal Address: Manelli Denison & Selter PLLC

Street Address: 2000 M Street, N.W.

Suite 700

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

50-0687

DO NOT USE THIS SPACE

9. Signature.

Mary Boney Denison Name of Person Signing

Signature

August 9, 2002 Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 002572 FRAME: 0794

CERTIFICATE OF OWNERSHIP AND MERGER

Merging The RiceX Company, a Nevada Corporation
Into
The RiceX Company, a Delaware Corporation

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

The RiceX Company, a Delaware corporation ("Delaware RiceX", also known as the "Surviving Corporation") and The RiceX Company, a Nevada corporation ("Nevada RiceX," also known as the "Merging Corporation."), do hereby certify:

FIRST: That Delaware RiceX was incorporated on the 13th day of May, 1998, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Nevada RiceX lawfully owns all of the outstanding stock of Delaware RiceX, a corporation organized and existing under the laws of Delaware.

THIRD: The Nevada RiceX, by the following resolution of its Board of Directors, duly adopted on the 8th day of May, 1998 at a meeting of the Board of Directors, determined to merge itself into its subsidiary Delaware RiceX on the conditions set forth in such resolutions:

WHEREAS, their has been presented to this board of directors a proposed Agreement and Plan of Merger (the "Agreement") providing for the statutory merger of Nevada RiceX into Delaware RiceX; and

WHEREAS, the board of directors deems it to be in the best interest of Delaware RiceX and its sole shareholder that the Agreement be approved and that Nevada RiceX be merged into Delaware RiceX.

NOW, THEREFORE, BE IT RESOLVED, that the Agreement substantially in the form presented to this board of directors and the mode of carrying out the terms and conditions of the Agreement, as well as the manner and basis of converting the shares of Nevada RiceX into shares of Delaware RiceX as set forth in the Agreement, are hereby approved; and further

RESOLVED, that the officers of Delaware RiceX are authorized and directed to execute, acknowledge and deliver the agreement in the name of and on behalf of Delaware RiceX, and to take all actions as may be required or recommended to perform the obligations contemplated thereby.

FOURTH: The proposed merger was duly adopted by the Board of Directors and Stockholders of Nevada RiceX through the majority vote of the outstanding shares of the Common Stock, which equaled or exceeded the required vote; such required vote was a majority of the number of shares of Common Stock.

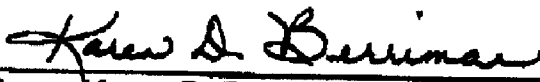
FIFTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by Nevada RiceX in accordance with the laws of the State of Nevada.

IN WITNESS WHEREOF, said Delaware RiceX and Nevada RiceX have caused this certificate to be signed by an authorized officer of each the Surviving Corporation and the Merging Corporation, this 30th day of ~~June~~^{July}, 1998.

Surviving Corporation:

The RiceX Company, a Delaware corporation


By: Allen J. Simon
Its: Chief Executive Officer


By: Karen D. Berriman
Its: Secretary

Merging Corporation:

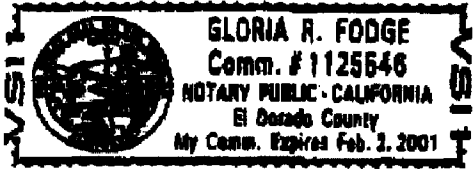
The RiceX Company, a Nevada corporation


By: Allen J. Simon
Its: Chief Executive Officer

State of California)
) ss.:
County of El Dorado)

On July 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Karen Berriman Secretary of The RiceX™ Company, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Karen Berriman



State of California)
) ss.:
County of El Dorado)

On July 30, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Allen Simon, Chief Executive Officer of The RiceX™ Company, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Allen Simon

