

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2002
CONVEYING PARTY DATA	
Name	Execution Date
Cultor U.S., Inc.	04/26/2002
RECEIVING PARTY DATA	
Name:	Danisco Cultor USA, Inc.
Street Address:	2345 Grand Boulevard,
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64108-2684
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5942611
CORRESPONDENCE DATA	
Fax Number:	(212)588-0500
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2125880800
Email:	salli-rampersad@flhlaw.com
Correspondent Name:	Frommer Lawrence and Haug
Address Line 1:	745 Fifth Avenue
Address Line 4:	New York, NEW YORK 10151
ATTORNEY DOCKET NUMBER:	674510-5020 (USP5942611)
NAME OF SUBMITTER:	Anne-Marie C. Yvon
Total Attachments: 4 source=00552757#page1.tif source=00552757#page2.tif source=00552757#page3.tif	

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Delaware

STEP 2

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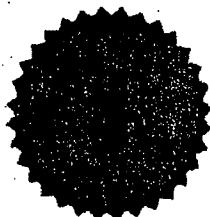
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CULTOR U.S., INC.", A DELAWARE CORPORATION,
WITH AND INTO "DANISCO CULTOR USA, INC." UNDER THE NAME OF
"DANISCO CULTOR USA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF MISSOURI, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 4:30
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
APRIL, A.D. 2002, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1752008

DATE: 04-30-02

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STATE OF DELAWARE
SECRETARY OF STATE F.02
DIVISION OF CORPORATIONS
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

**CULTOR U.S., INC.,
A DELAWARE CORPORATION**

INTO

DANISCO CULTOR USA, INC.,
A MISSOURI CORPORATION

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the undersigned, upon behalf of each of the constituent corporations herein named, certify as follows:

1. The constituent business corporations participating in the merger herein certified

Danisco Cultor USA, Inc. ("Danisco Missouri"), which is organized and existing under and pursuant to The General and Business Corporation Law of Missouri, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state. Danisco Cultor USA, Inc. was incorporated on the 13th day of May, 1975, under the name Grindsted Products, Inc., pursuant to The General and Business Corporation Law of Missouri and was also named Danisco Ingredients USA, Inc. prior to being named Danisco Cultor USA, Inc.

Cultor U.S., Inc. ("Danisco Delaware"), which is organized and existing under the laws of the State of Delaware and was incorporated on the 28th day of February, 1978, under the name Finn-Cal Products, Inc., pursuant to the Delaware General Corporation Law and was also named FINNSUGAR U.S. INC. prior to being named Cultor U.S., Inc.

2. Danisco Missouri owns 100% of the outstanding shares of each class of stock of Danisco Delaware.

3. Resolutions of merger ("Resolutions of Merger") were approved and adopted effective April 20, 2002, by the Board of Directors of Danisco Missouri, the parent corporation of Danisco Delaware, its wholly owned subsidiary, by the unanimous written consent of the Board of Directors, filed with the minutes of the Board of Directors, and such Resolutions of Merger read as follows:

RESOLVED, that Danisco Delaware, a wholly owned subsidiary of Danisco Missouri, be merged into its parent corporation, Danisco Missouri, under the terms of the Agreement of Merger entered into pursuant to Section 351.447 of The General and Business Corporation Law of Missouri and Section 253 of The General Corporation Law of the State of Delaware, effective as of 5:00 p.m. Eastern Daylight Time on April 30, 2002, between Danisco Missouri and Danisco

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Delaware, and that the Agreement of Merger be and hereby is adopted and approved in all respects as and for a binding obligation of Danisco Missouri; and

FURTHER RESOLVED, that the President or any Vice-President of Danisco Missouri be and hereby is authorized, empowered and directed in the name and on behalf of Danisco Missouri, and under its corporate seal attested by its Secretary or Assistant Secretary to execute, seal, verify, acknowledge and deliver the Agreement and Plan of Merger substantially in such form, with such changes therefrom, if any, as the President or such Vice-President may approve, such approval to be conclusively evidenced by the signature of the President or such Vice-President; and

FURTHER RESOLVED, that the President or any Vice-President of Danisco Missouri be and hereby is authorized, empowered and directed in the name and on behalf of Danisco Missouri to cause a document entitled "Certificate of Ownership and Merger" to be prepared, executed, acknowledged, and filed with the Delaware Secretary of State in accordance with the provisions of the General Corporation Law of the State of Delaware, cause a document entitled "Articles of Merger" to be prepared, executed, acknowledged, and filed with the Missouri Secretary of State in accordance with the provisions of The General and Business Corporation Law of Missouri, and to take such other action, including the making of one or more filings with the appropriate government agencies or offices of other states in which Danisco Missouri or Danisco Delaware is qualified to transact business, as may be necessary or appropriate to cause the merger to be effective in Delaware, Missouri and such other states; and

FURTHER RESOLVED, that the officers of Danisco Missouri be and hereby are authorized, empowered and directed, in the name and on behalf of Danisco Missouri and under its corporate seal, to execute and deliver all such further agreements, certificates and other instruments and to take all such further action as any such officer may consider necessary or appropriate in order to effect the merger of Danisco Delaware into Danisco Missouri in accordance with the terms, conditions and provisions of the Agreement of Merger and to carry out the purpose and intent of these resolutions.

4. The surviving parent corporation in the merger herein certified is Danisco Missouri, which will continue its existence as said surviving corporation under the laws of the State of Missouri as "Danisco Cultor USA, Inc.", upon the effective date of said merger pursuant to the provisions of the laws of the State of Missouri.

5. The Certificate of Incorporation of Danisco Missouri shall not be amended or changed by reason of the merger herein certified, and the same shall be the certificate of incorporation of the surviving corporation. The Articles of Incorporation and Bylaws of Danisco Missouri shall not be amended or changed by reason of the merger herein certified, and the same shall be the Articles of Incorporation and Bylaws of the surviving corporation.

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IN WITNESS WHEREOF, Danisco Cultor USA, Inc. has caused this Certificate to be signed by Tjerk de Ruiter, its President, as its act and deed on the date set opposite Tjerk de Ruiter's name below and Tjerk de Ruiter does hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by him and are true and correct.

Dated: April 26, 2002

DANISCO CULTOR USA, Inc.
a Missouri corporation

By: Tjerk de Ruiter, President

ATTEST:
Steve St. Arnold
Steve St. Arnold, Secretary

STATE OF Kansas)
COUNTY OF Johnson) SS.

Tjerk de Ruiter, being duly sworn, deposes and says that he is the President of Danisco Cultor USA, Inc., a Missouri corporation, the corporation which signed the foregoing described Agreement of Merger as the surviving corporation; that he signed the foregoing Certificate of Ownership and Merger in the corporate name and by order of the Board of Directors and the Shareholders, that he has read the foregoing Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

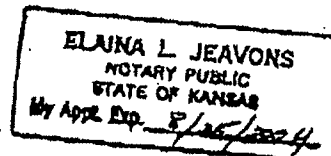
Tjerk de Ruiter, President

Subscribed and sworn to before me, ELAINA L. JEAVONS, a Notary Public in and for the County of Johnson, State of Kansas, on this 26th day of April, 2002.

My commission expires 8/25, 2004.

Elaina L. Jeavons
Notary Public

Certof/MergerDeM/0425.DOC



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