

08-07-1998

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

OMI No. 0651-0011 (exp. 4/94)



Tab settings

To the Honorable Commissione,

100788419

the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Wetsel Seed Company, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: January 26, 1995

2. Name and address of receiving party(ies)

Name: Wetsel, Inc.

Internal Address:

Street Address: P.O. Box 791

City: Harrisonburg State: VA ZIP: 22801-0791

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- 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)

Reg. No. 1,688,026 Reg. No. 2,091,126

Reg. No. 1,654,451

Reg. No. 1,757,807

Additional numbers attached? Yes No

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

Name: Barth X. deRosa

Internal Address: Stevens, Davis, Miller & Moshier, LLP

Street Address: 1400 K Street, NW, Suite 1010

City: Washington State: DC ZIP: 20005

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4375

(Attach duplicate copy of this page if 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.

Barth X. deRosa
Name of Person Signing

Signature

August 3, 1998
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments, DEMARK

Washington, D.C. 20231

REEL: 1765 FRAME: 0101

0000158 15A0026
00/05/1998 TTU01
01 FC:481
02 FC:482

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of WETSEL, INC. issued February 03, 1995.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: June 24, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission
TRADEMARK

REEL: 1765 FRAME: 0102

ARTICLES OF AMENDMENT
of the Articles of Incorporation of
The Wetsel Seed Company, Inc.

1. Name of Corporation. The name of the Corporation is
The Wetsel Seed Company, Inc.

2. Text of Amendments.

(a) Article I of the Articles of Incorporation of the
Corporation shall be amended to read as follows: "The name of
the Corporation is Wetsel, Inc."

(b) The provisions of Article II, Section 5(b)(vi)(a) and
(b) of the Articles of Incorporation of the Corporation shall be
deleted in their entirety and the text of such sections as set
forth on the attached Exhibit A inserted in the place thereof.

3. Date of Adoption by Directors.

(a) The amendment to Article I of the Articles of
Incorporation (the Article I Amendment) was adopted on December
12, 1994, at a duly convened meeting of the board of directors.
The Article I Amendment was directed to be submitted to the sole

holder of the voting common stock of the Corporation for approval as the only shareholder entitled to vote thereon.

(b) The amendment to Article II, Section 5(b)(vi) of the Articles of Incorporation (the Article II Amendment) was adopted on December 22, 1994, by unanimous consent of the board of directors of the Corporation, pursuant to the provisions of Section 13.1-685 of the Code of Virginia. The Article II Amendment was directed to be submitted to the sole holder of the voting common stock of the Corporation and to the holders of the Series 1 Class A Preferred Stock of the Corporation for a vote at a meeting of the Corporation's shareholders to be held on January 26, 1995.

4. Shareholder Action.

(a) The Article I Amendment was approved by the sole holder of the common stock of the Corporation, being the only class of stock entitled to vote thereon, by consent in writing dated January 26, 1995.

(b) The Article II Amendment was approved by the sole holder of the voting common stock of the Corporation by consent in writing dated January 26, 1995.

The Article II Amendment was submitted to the holders of the Series 1 Class A Preferred Stock of the Corporation by the

board of directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:

The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Article II Amendment, and the total number of undisputed votes cast for the Article II Amendment separately by each voting group were:

	<u>No. of Outstanding Shares</u>	<u>Number of Shares</u>	<u>No. of Undisputed Votes Cast For the Amendment</u>
Common Stock	69,000	69,000	69,000
Series 1 Class A Preferred Stock	22,485	22,485	21,767

and the number of votes cast for the Article II Amendment by each voting group was sufficient for approval by that voting group.

The Wetsel Seed Company, Inc.

Date: January 26, 1995



N. Hopper Ancarrow, Jr.
Secretary

ARTICLE II

(vi) **Redemption.** (a) Shares of Series 1 Class A Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of the Board of Directors at the redemption price per share of \$100.00 plus any accrued and unpaid dividends thereon to the date fixed for redemption; provided, however, that from and after the effective date of these amended Articles of Incorporation of the Corporation, no share of Series 1 Class A Preferred Stock shall be subject to redemption at the option of the Corporation until after the tenth anniversary of its issuance. In the event that less than the entire number of shares of this Series outstanding is at any one time redeemed by the Corporation, the shares to be redeemed shall be selected by lot in a manner determined by the Board of Directors. The holder or holders of such shares shall receive 30 days written notice of the redemption.

(b) Upon 30 days notice to the Corporation, each holder of Series 1 Class A Preferred Stock may deliver to the Corporation for redemption all or part of his shares in the Corporation, and the Corporation shall redeem his shares at a price of \$100.00 per share plus any accrued and unpaid dividends thereon to the date fixed for redemption; provided, however, that from and after the effective date of these amended Articles of Incorporation of the Corporation, no share of Series 1 Class A Preferred Stock shall be subject to redemption at the option of the holder thereof until after the tenth anniversary of its issuance; provided further, however, that without regard to the foregoing limitation, including the 30 days prior notice requirement set forth above, such shares shall be subject to redemption at the option of the holder for and during the period January 2, 1995, to March 1, 1995, if the certificates representing such shares being submitted for redemption are received by the corporate secretary at the Corporation's principal business office by 5:00 p.m. E.S.T., March 1, 1995.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

February 3, 1995

The State Corporation Commission has found the accompanying articles submitted on behalf of

WETSEL, INC.
(FORMERLY WETSEL SEED COMPANY, INC., THE)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective February 3, 1995 at 09:06 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
95-01-31-0034

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RECORDED: 08/03/1998

REEL: 1765 FRAME: 0107