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03-08-2002

Form PTO-1594 (Rev. 03/01)
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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102006816

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

1. Name of conveying party(ies):
Tomen Agro, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation **California**

Other

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

2. Name and address of receiving party(ies)
Name: **Arvesta Corporation**
Internal Address:
Street Address: **100 First Street, Suite 1700**
City: **San Francisco** State: **California** Zip: **94105**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - **California**
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other

Execution Date: **12/20/2001**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
see attached

B. Trademark Registration No.(s)
see attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name **Michelle T. Rutledge**
Internal Address **Calendar/Docketing**
50 Fremont Street
Street Address P.O. Box 7880
City: **San Francisco** State: **CA** Zip: **94120-7880**

6. Total number of applications and registrations involved: 28
7. Total fee (37 CFR 3.41)..... \$715.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
033975

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

03/07/2002 00000108 76069368
01 FC:481 40.00 CH
02 FC:482 675.00 CR

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.
Michelle T. Rutledge *Michelle Rutledge* January 29, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **9**

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

03/07/2002 00000108 76069368
01 FC:481 40.00 CH
02 FC:482 675.00 CR

10586169V1

TRADEMARK
REEL: 002456 FRAME: 0695

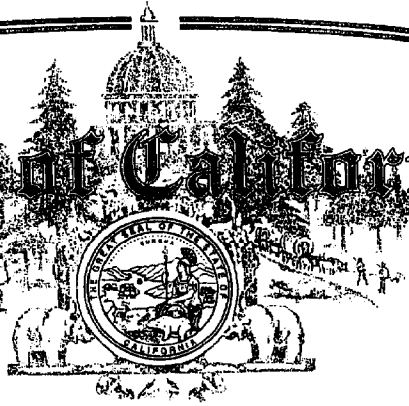
APPLICATIONS

AGROSOL	76/069,368
ALOFT	76/141,430
ARVESTA	78/085,803
ARVESTA and Design	78/092,694
BELAY	76/140,564
CAPTAN ULTRA	76/061,083
CAPTEVATE	75/512,893
CAPTEVATE	78/080,832
CLUTCH	76/161,340
ENDORSE	76/170,870
EVOLUTION	75/904,873
KANEMITE	75/877,403
MIDAS	76/140,563
PITON	76/211,165
PROCAP	78/096,400
PROFIT ON PERFORMANCE	78/096,402
RESISTANCE BARRIER	75/719,040
SHUTTLE	76/170,869
STRATEGIC DISEASE MANAGEMENT	76/051,314
THE PROTECTION BARRIER	75/677,786

REGISTRATIONS

AGROX	558,689
BATTALION	1,561,763
ELEVATE	2,304,479
GAMMASAN	1,559,518
JUDGE	1,517,744
JURY	1,572,822
ROGUE	752,328
TOMENAGRO and Design	2,186,321

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 28 2001



Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
TOMEN AGRO, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 21 2001

BILL JONES, Secretary of State

The undersigned hereby certify that:

1. They are the President and Secretary of Tomen Agro, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is deleted in its entirety and replaced with the following:

“I

The name of the corporation is Arvesta Corporation.”

3. Article IV of the Articles of Incorporation of this corporation is deleted in its entirety and replaced with the following:

“IV

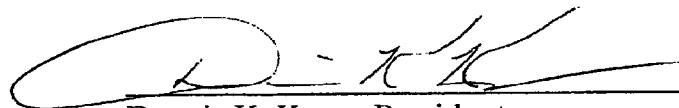
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is two million three hundred fifty thousand two hundred twenty-nine (2,350,229).”

DKK
ell

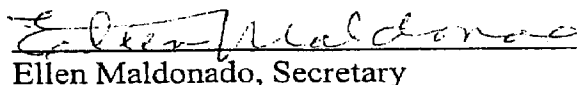
4. The foregoing amendments of the Articles of Incorporation have been duly approved by the directors of this corporation.
5. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation entitled to vote with respect to the amendment is 1,200,000 shares of common stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of common stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 20, 2001.



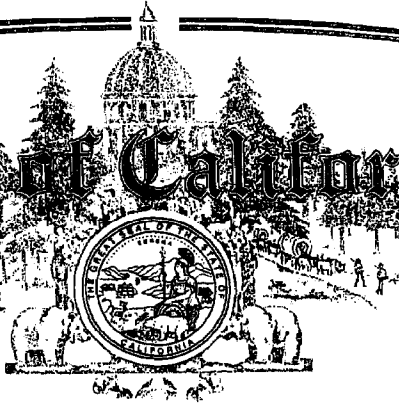
Dennis K. Krass, President



Ellen Maldonado, Secretary



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 28 2001



Bill Jones

Secretary of State

DEC 21 2001

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF
TOMEN AGRO, INC.**

ARTICLE I

The name of the corporation is Tomen Agro, Inc.

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The name in the State of California of the corporation's initial agent for service of process is CT Corporation System.

ARTICLE IV

This corporation is authorized to issue one class of stock, which shall be designated Common Stock ("Common Stock"), \$0.001 par value per share. The total number of shares of Common Stock the corporation is authorized to issue is Ten Thousand (10,000).

ARTICLE V

(a) The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The corporation is authorized to provide indemnification of agents (as defined in section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

(c) Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of an agent of the corporation existing at the time of such amendment, repeal or modification.

December 20, 2001

Gary Sutton

Gary Sutton, Incorporator

