No. 7400055

THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Lofts Pedigreed Seed, Inc.

Whereas, THERE HAS BEEN PRESENTED TO THE

Secretary of Agriculture

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF seventeen YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, OR IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT. IN THE UNITED STATES SEED OF THIS VARIETY (1) SHALL BE SOLD BY VARIETY NAME ONLY AS A CLASS OF CERTIFIED SEED AND (2) SHALL CONFORM TO THE NUMBER OF GENERATIONS CERTIFIED BY THE OWNER OF THE RIGHTS. (84 STAT. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

PERENNIAL RYEGRASS

'Diplomat'

In Testimony Whereof, *I have hereunto set my hand and caused the seal of the* Plant Variety Protection Office *to be affixed at the City of* Washington, DC *this* 19th *day of* July *in the year of our Lord one thousand nine hundred and* seventy-six

Attest:

Commissioner
Plant Variety Protection Office
Grain Division
Agricultural Marketing Service

Secretary of Agriculture

FORM GR-470
(2-12-71)

UNITED STATES DEPARTMENT OF AGRICULTURE
CONSUMER AND MARKETING SERVICE
GRAIN DIVISION
HYATTSVILLE, MARYLAND 20782

FORM APPROVED
OMB NO. 40-R3712

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

INSTRUCTIONS: *See Reverse.*

1. VARIETY NAME OR TEMPORARY DESIGNATION Diplomat (Formerly Syn D)	2. KIND NAME Perennial ryegrass	FOR OFFICIAL USE ONLY: PVPO NUMBER 7400055
3. GENUS AND SPECIES NAME Lolium perenne L.	4. FAMILY NAME *(Botanical)* Gramineae	FILING DATE 1-28-74 TIME 3:00 P.M.
	5. DATE OF DETERMINATION September 20, 1972	FEE RECEIVED $ 750 CHARGES
6. NAME OF APPLICANT(S) Soils and Crops Department New Jersey Agr. Exp. Station	7. ADDRESS *(Street and No. or R.F.D. No., City, State, and ZIP Code)* P. O. Box 231 New Brunswick, N. J. 08903	8. TELEPHONE AREA CODE AND NUMBER 201 932-9771
9. IF THE NAMED APPLICANT IS NOT A PERSON, FORM OF ORGANIZATION: *(Corporation, partnership, association, etc.)* Corporation	10. STATE OF INCORPORATION New Jersey	11. DATE OF INCORPORATION 1880

12. Name and mailing address of applicant representative(s), if any, to serve in this application and receive all papers:
C. Reed Funk, Soils and Crops Department
New Jersey Agricultural Experiment Station
P. O. Box 231
New Brunswick, N.J. Phone - 201 -932-9480

13. CHECK BOX BELOW FOR EACH ATTACHMENT SUBMITTED:

- [X] 12A. Exhibit A, Origin and Breeding History of the Variety *(See Section 52, P.L. 91-577)*
- [X] 12B. Exhibit B, Botanical Description of the Variety
- [X] 12C. Exhibit C, Objective Description of the Variety
- [X] 12D. Exhibit D, Data Indicative of Novelty
- [X] 12E. Exhibit E, Statement of the Basis of Applicant's Ownership

The applicant declares that a viable sample of basic seed of this variety will be deposited upon request before issuance of a certificate and will be replenished periodically in accordance with such regulations as may be applicable. *(See Section 52, P.L. 91-577).*

14A. Does the applicant(s) specify that seed of this variety be sold by variety name only as a class of certified seed? *(See Section 83(a), P.L. 91-577) (If "Yes," answer 14B and 14C below.)* [X] YES [ ] NO

14B. Does the applicant(s) specify that this variety be limited as to number of generations? [X] YES [ ] NO

14C. If "Yes," to 14B, how many generations of production beyond breeder seed? Foundation and Certified

Applicant is informed that false representation herein can jeopardize protection and result in penalties.

The undersigned applicant(s) of this sexually-reproduced novel plant variety believes that the variety is distinct, uniform, and stable as required in Section 41 and is entitled to protection under the provisions of Section 42 of the Plant Variety Protection Act (P.L. 91-577).

April 4, 1975 (DATE) — C. Reed Funk (SIGNATURE OF APPLICANT)

(DATE) — (SIGNATURE OF APPLICANT)

INSTRUCTIONS

GENERAL: Send an original copy of the application, exhibits and $50.00 fee to U.S. Dept. of Agriculture, Consumer and Marketing Service, Grain Division, Hyattsville, Maryland 20782. Retain one copy for your files. All items on the face of the form are self-explanatory unles noted below.

ITEM

5 Insert the date the applicant determined that he had a new variety.

12a First, give the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method. Second, give the details of subsequent stages of selection and multiplication. Third, indicate the type and frequency of variants during reproduction and multiplication and state how these variants may be identified. Fourth, provide evidence on stability.

12b First, give any special characteristics of the seed and of the plant as it passes through the seedling stage, flowering stage and the fruiting stage. Second, describe the mature plant and compare it with a similar commercial variety grown under the same conditions, and indicate the differences.

12c A supplemental form will be furnished by the PVPO to describe in detail a variety for each kind of seed.

12d Provide complete data indicative of novelty. Seed and plant specimens may be submitted and seeds submitted may be sterile. Where possible, include photographs of plant comparisons, chemical tests, etc.

12e Indicate whether applicant is the actual breeder, the employer of the breeder, the owner through purchase or inheritance, etc.

RECEIVED
APR 28 1975
U.S. DEPARTMENT OF AGRICULTURE
AMS, GRAIN
PVPO

EXHIBIT A.

Origin and Breeding History of the Variety Diplomat.

1. Diplomat perennial ryegrass is a 26-clone synthetic variety.

No. of Clones	Germplasm source of parental clones	Progeny type	Remarks
17	Pennfine perennial ryegrass (Maternal parent)	polycross	Turf-type perennial ryegrass released from Penn State University. (All clones appear to have a paternal parent other than Pennfine).
5	NJE K-79 (Maternal parent)	polycross	NJE K-79 is a germplasm source derived from 80 turf-type ryegrass clones.
1	L4H x NJE K-79	single cross	L4H selected from old turf in Baltimore, Maryland.
1	L4K (Maternal parent)	polycross	L4K selected from a different old turf in Baltimore, Md.
1	Clone 70 (Maternal parent)	open pollinated	Clone 70 selected in Central Park, New York City.
1	NJE K-22 (Maternal parent)	open pollinated	NJE K-22 is a germplasm source derived from the same 80 clones as K-79.

The 26 clones were chosen on the basis of clonal performance and were evaluated in polycross progeny trials.

- Clonal propagules of the 26 parental clones were established in a randomized, replicated, isolated crossing block for the production of Syn I seed. Breeders seed is produced in an isolated spaced-plant nursery from the progeny of Syn I seed. Foundation increase fields must be established from Breeders seed. Certified production fields must be established from Breeders or Foundation seed.

- No objectionable off-type plants or variants have been observed in the reproduction and multiplication of this variety.

- Syn I and Syn II seed has produced turf of comparable quality and acceptable uniformity.

EXHIBIT B

Botanical Description of the Variety

'Diplomat' perennial ryegrass is a moderately dark green, fine-textured, turf-type variety. Rating at New Brunswick, New Jersey indicate that Diplomat is intermediate between 'Manhattan' and 'Pennfine' in darkness of color.[2] Diplomat has produced turf of excellent quality with summer performance ratings being significantly higher than those given Manhattan perennial ryegrass.[1] Diplomat has shown moderate resistance to the late fall and winter brown blight disease caused by *Helminthosporium siccans* Drechsler.[2] Turf produced by Diplomat showed a significantly finer texture and greater density than turf produced by Manhattan.[2] Resistance to *Rhizoctonia* brown patch is superior to that observed in Manhattan and comparable to that exhibited by Pennfine and Citation.[2] Diplomat is intermediate in maturity between Pennfine and Manhattan.[3] It produces no fluorescent seedlings. Diplomat has maintained a more leafy turf during late May and early June than varieties such as Pennfine and Citation. Mowing quality of Diplomat has appeared to be comparable to that observed in Pennfine and Manhattan. Winterhardiness observations made in spaced-plant nurseries at Adelphia, New Jersey indicate that Diplomat has good winterhardiness, perhaps being equal to Manhattan in this respect and significantly more winter hardy than Pennfine.

[1]See attached Table 1.

[2]See attached Table 2.

[3]See attached Table 3.

9/3/75

7400055
Diplomat

U.S. DEPARTMENT OF AGRICULTURE
Agricultural Marketing Service
Grain Division
Objective Description of Cultivars
RYEGRASS
(*Lolium spp.*)

1. SPECIES:

[2] 1=L. multiflorum (annual or Italian: includes Westerwoldicum)
2=L. perenne (perennial) 3=L. rigidum (includes Wimmera)
4=Hybrid (of species) _____ 5=Other (specify) _____

2. PLOIDY:

[1] 1=Diploid 2=Tetraploid 3= Other (specify) _____

3. DURATION:

[3] 1=Annual or biennial 2=Short lived perennial (3-4 years)
3=Perennial (more than 4 years)

STANDARD CULTIVARS

1=Gulf 2=Wimmera 62 3=Linn 4=Pelo
5=Norlea 6=Aberystwyth S-23 7=Manhattan 8=Pennfine

4. MATURITY (50% Headed): (Use standard cultivars from above.)

[6] 1=Very early 3=Early 5=Medium 7=Late 9=Very late
[4] Days earlier than [7] standard cultivar
[1 4] Days later than [8] standard cultivar
See table A

5. MATURE PLANT HEIGHT: (Use standard cultivars from above.)

[5 8] cm. High
[5] cm. Shorter than [7] standard cultivar
[4] cm. Taller than [8] standard cultivar
See table B

6. PERCENT WINTER DAMAGE (estimated as percent of the area appearing dead): (Use standard cultivars from above.)

[0] Percent damage of application cultivar
[0] Percent damage of [7] standard cultivar

7. TURF DENSITY: (Use standard cultivars from above.)

[3 5 2] Tillers per 100 sq. cm.
[ ] Less tillers per 100 sq. cm. than [ ] standard cultivar
[3 0] More tillers per 100 sq. cm. than [8] standard cultivar
See Table C

8. FLAG LEAF (at full growth): (Use standard cultivars from above.)

[ ] cm. Length (from ligule to tip)
[ ] cm. Shorter than [ ] standard cultivar
[ ] cm. Longer than [ ] standard cultivar
[ ] mm. Width (at widest point)
[ ] mm. Narrower than [ ] standard cultivar
[ ] mm. Wider than [ ] standard cultivar
[ ] Flag leaf at boot stage: 1=Deflexed 3=Recurved 5=Horizontal
7=Semi-erect 9=Erect
See Table D

9. LEAVES:

[3] Vernation: 1=Leaves rolled in young shoots
2=Leaves semi-rolled (folded with rolled edges)
3=Leaves folded in young shoots
[1 0 0] % Plants with anthocyanin in lower leaf sheath
[2] Foliage color: 1=yellow green 2=medium green 3=blue green

10. SPIKE:

[2 0] mm. Spike length (tip to internode below lowest floret)
[3] mm. Shorter than [7]
[1] mm. Longer than [8]
(Use standard cultivars from above.)
See Table B

EXHIBIT D

Data Indicative of Novelty

Novelty is based on the unique combination of the following characteristics;

'Diplomat' must closely resembles 'Manhattan' except it has shown (1) an earlier date of anthesis (2) greater resistance to the Rhizoctonia brown patch disease (3) a better record of summer performance, and (4) has produced a turf of greater density and finer texture.

Table 1. Monthly Turf Quality Ratings of Perennial Ryegrass Varieties at New Brunswick, New Jersey.

	Turf quality ratings 9 = best quality													
	Sept. Oct. 1972	Oct. 16 1972	Nov. Dec. 1972	Mar. 1973	Apr. 1973	May 1973	June 1973	July 1973	Aug. 1973	Sept. 1973	Oct. 1973	Nov. 1973	Dec. 1973	Avg.
Diplomat	7.7	6.8	6.3	6.7	7.0	7.2	6.7	7.0	8.0	8.0	7.3	8.0	8.7	7.3
Citation	7.1	7.5	4.0	6.3	7.0	5.8	6.3	7.7	8.0	8.7	8.0	8.0	7.7	7.1
Manhattan	6.8	6.8	6.6	7.6	7.5	7.2	4.5	5.5	6.0	6.5	7.4	8.0	8.0	6.8
Pennfine	6.7	6.6	4.6	5.5	4.5	5.0	5.7	6.7	7.0	7.2	7.2	7.5	7.7	6.5
NK-200	5.0	5.5	5.8	6.3	6.7	6.2	5.0	4.0	4.3	3.0	4.3	4.3	4.3	5.0
Pelo	4.2	4.2	5.2	5.3	5.3	4.8	3.0	3.3	3.7	3.0	4.7	5.3	5.7	4.4
NK-100	3.9	4.0	3.7	4.7	4.7	3.8	2.3	3.7	4.0	3.7	4.7	5.0	5.0	4.1
Barenza	3.4	4.0	4.5	4.0	4.0	3.5	2.3	2.3	3.0	4.0	4.0	4.0	4.3	3.6
Oregon Common	3.1	3.8	2.8	3.2	3.0	1.9	1.4	1.4	2.0	2.2	3.2	3.0	3.0	2.7
LSD at 5%	0.6	0.6	0.7	0.9	0.7	0.6	1.2	0.8	0.8	1.2	0.8	0.5	0.8	

Test seeded August 1972
Mowed at 3/4 inch
Moderate to high fertility maintained during all seasons.

Table 2. Performance of Perennial Ryegrass Varieties at New Brunswick, N. J.
Test seeded August 1972.

Variety	Turf quality 9=best average	Oct. 1972	Aug. 1973	Nov. 1973	Avg.	Brown blight percent brown Dec. 1972	Brown patch 9=most disease June '73	Tillers per 100 sq. cm. Nov. '73	Leaf Width mm. Nov. '73
Diplomat	7.3	6.3	6.3	7.0	6.5	23	3.3	352	1.6
Citation	7.1	8.0	8.0	8.0	8.0	74	3.0	321	2.0
Manhattan	6.8	6.2	7.0	7.0	6.7	15	6.2	288	1.9
Pennfine	6.5	6.6	5.5	6.5	6.2	66	3.3	322	1.8
NK-200	5.0	5.7	5.3	6.3	5.8	18	5.0	202	2.3
Pelo	4.4	3.7	3.7	5.3	4.2	9	6.7	251	2.2
NK-100	4.1	4.3	4.3	5.0	4.5	30	7.0	220	2.3
Barenza	3.6	4.0	3.7	4.7	4.1	13	7.7	191	2.4
Oregon Common	2.7	3.8	2.8	4.9	3.8	35	8.4	206	2.3
LSD at 5%		0.8	0.8	0.9		11	1.4	34	0.2
Merion Kentucky bluegrass								226	2.4

Test mowed at 3/4-inch and maintained at moderate to high fertility at all seasons.

Table 3. Maturity Ratings of Perennial Ryegrass Varieties and Selections at New Brunswick, New Jersey.

Variety	Date at which 50% of plants initiated anthesis 1972	
Citation	May 30	a*
Pennfine	June 1	a
Yorktown	June 6	b
Diplomat	June 10	c
Lofts Syn F	June 15	d
Manhattan	June 17	d

*Dates followed by the same letter do not differ from each other at the 5 percent probability level.

Table A. Date of Anthesis of Perennial Ryegrass Selections and Cultivars Grown in a Spaced-Plant Nursery at Adelphia, New Jersey during 1974.

Entry		Mean date of anthesis	Standard error of mean
1.	Linn	May 23	± 0.77
2.	Pennfine	May 25	± 0.64
3.	Oregon perennial	May 26	± 0.80
4.	Citation	May 27	± 0.71
5.	Game	May 27	± 1.01
6.	G. Arika	May 28	± 0.83
7.	Omega	June 1	± 0.72
8.	Yorktown	June 4	± 0.55
9.	NK100	June 5	± 0.65
10.	Diplomat	June 8	± 0.65
11.	Combi	June 10	± 0.99
12.	Caprice	June 12	± 0.63
13.	Sportiva	June 12	± 0.69
14.	Manhattan	June 12	± 0.51
15.	Ensporta	June 12	± 0.37
16.	Lofts Syn F	June 12	± 0.44
17.	Norlea	June 13	± 0.47
18.	Pelo	June 13	± 0.63
19.	S-23	June 15	± 0.88
20.	Compas	June 15	± 0.86
21.	Syn G	June 16	± 0.49
22.	Servo	June 16	± 0.68
23.	NK200	June 16	± 0.48
24.	Eton	June 20	± 0.97
25.	Splendor	June 20	± 1.17
26.	Perma	June 21	± 1.14
27.	Lamora	June 22	± 1.16
28.	Sprinter	June 28	± 1.07
29.	Barenza	June 28	± 1.28
30.	Paramount	June 28	± 1.50
31.	Endura	June 29	± 1.16
32.	Athletic	June 30	± 2.20

Table B. Plant Height and Length of Spike of Perennial Ryegrass Selections and Cultivars Grown in a Spaced-Plant Nursery at Adelphia, New Jersey during 1974.

Entry	Plant Height (cm)	Length of Spike (cm)
1. Citation	51	18
2. Yorktown	53	21
3. Pennfine	54	19
4. Omega	56	20
5. Ensporta	57	20
6. Diplomat	58	20
7. Manhattan	63	23
8. Sprinter	63	24
9. Linn	63	21
10. Syn F	63	23
11. Oregon perennial	64	20
12. Eton	64	23
13. S-23	67	25
14. NK-100	69	24
15. NK-200	70	24
16. Pelo	72	24
17. Norlea	76	26

Table C. Turf Density Ratings of Perennial Ryegrass Cultivars and Selections Evaluated in Turf Trials at New Brunswick, New Jersey.

	Entry	Tillers per 100 sq. cm. November 1973
1.	Diplomat	352
2.	Lofts Syn F	329
3.	Pennfine	322
4.	Citation	321
5.	Omega	313
6.	Yorktown	308
7.	Manhattan	288
8.	Pelo	251
9.	NK-100	220
10.	Game	207
11.	Splendor	206
12.	Oregon perennial	206
13.	NK-200	202
14.	Sprinter	202
15.	Barenza	191
16.	Caprice	191
	LSD at 5%	34
	Merion Kentucky bluegrass	226

Table D. Leaf Width of Perennial Ryegrass Cultivars and Selections Grown in a Spaced Plant Nursery at Adelphia, New Jersey during 1974.

Entry	Width of leaf immediately below flag leaf mm	Standard error of mean
1. Citation	3.4	± 0.09
2. Pennfine	3.5	± 0.07
3. Omega	3.9	± 0.10
4. Diplomat	3.9	± 0.09
5. Oregon Perennial	4.0	± 0.07
6. Linn	4.0	± 0.08
7. Ensporta	4.4	± 0.09
8. S-23	4.6	± 0.09
9. Yorktown	4.7	± 0.15
10. NK-100	4.7	± 0.13
11. Syn F	4.8	± 0.08
12. Manhattan	5.3	± 0.12
13. Sprinter	5.4	± 0.11
14. NK-200	5.6	± 0.10
15. Pelo	5.7	± 0.11
16. Norlea	6.8	± 0.13
17. Eton	7.0	± 0.11

EXHIBIT E

C. Reed Funk directed the breeding of 'Diplomat' perennial ryegrass. He is an employee of the Soils and Crops Department of the New Jersey Agricultural Experiment Station.

WHEREAS, C. R. Funk, Soils and Crops Department, New Jersey Agricultural Experiment Station, P. O. Box 231, New Brunswick, New Jersey has, in cooperation with Lofts Pedigreed Seed, Inc., directed the breeding and development of 'Diplomat' Ryegrass, Plant Variety Protection Application No. 7400055.

NOW, THEREFORE, in consideration of one ($1.00) DOLLAR and other valuable considerations paid to me by Lofts Pedigreed Seed, Inc., Chimney Rock Road, Bound Brook, New Jersey the receipt whereof is acknowledged, I hereby assign unto the said Lofts Pedigreed Seed, Inc. the entire interest in Diplomat ryegrass for the United States and all foreign countries and any plant variety protection to be issued therefore in the United States or any foreign country. The Commissioner, Plant Variety Protection Office is requested to issue the plant variety protection certificate in accordance herewith.

EXECUTED June 11, 1976

STATE OF NEW JERSEY

C. Reed Funk

C. Reed Funk

COUNTY OF MIDDLESEX

Before me a Notary Public for said County, personally appeared C. Reed Funk known to me to be the person who executed the foregoing instrument and acknowledged it to be his free act and deed.

WITNESS my hand and seal June 11, 1976

Aida Bianca

NOTARY PUBLIC

MY COMMISSION EXPIRES April 3, 1977

FILED

JAN 1 4 1998

LONNA R. HOOKS
SECRETARY OF STATE

CERTIFICATE OF MERGER OF
LOFTS SEED, INC. INTO
LOFTS MERGERCO, INC.

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the states under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
Lofts Seed, Inc.	New Jersey
Lofts Mergerco, Inc.	Nevada

ARTICLE TWO

The laws of the State of Nevada, the state under which such foreign corporation is organized, permit such merger and the applicable provisions of the laws of said jurisdiction have been, or upon compliance with filing and recording requirements will have been, complied with.

ARTICLE THREE

The name of the surviving corporation shall be Lofts Mergerco, Inc. and it shall be governed by the laws of the State of Nevada.

The address of the surviving corporation's registered office is 2700 Sunset Rd., Las Vegas, Nevada 89120 and the name of the registered agent at such address is Johnny Thomas.

ARTICLE FOUR

The following plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

0100731429

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JAN 26 1998

No. C26394-92

Dean Heller
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION OF

LOFTS MERGERCO, INC.

Pursuant to the provisions of Nevada Revised Statutes, Title 7, Chapter 78, the undersigned officers do hereby certify:

FIRST: The name of the Corporation is Lofts Mergerco, Inc.

SECOND: The Board of Directors of the Corporation duly adopted the following resolutions on January 10, 1998:

RESOLVED, that it is advisable in the judgment of the Board of Directors of the Corporation that the name of the Corporation be changed, and that, in order to accomplish the same, Article FIRST of the Articles of Incorporation be amended to read as follows:

"FIRST: The name of the corporation (hereinafter called the Corporation) is Lofts Seed Company, Inc."

FURTHER RESOLVED, that a special meeting of the sole stockholder having voting power be and it is hereby called and that notice be given in the manner prescribed by the By-laws of the Corporation and by Nevada Revised Statutes, Title 7, Chapter 78, unless the said stockholder shall waive the notice of meeting in writing or unless the said stockholder shall dispense with the holding of a meeting and shall take action upon the proposed amendment by a consent in writing signed by the sole stockholder; and

FURTHER RESOLVED, that in the event that the said stockholder shall adopt the aforesaid proposed amendment by a vote in favor thereof by at least a majority of the voting power or by a written consent in favor thereof signed by the sole stockholder without a meeting, the Corporation is hereby authorized to make by the hands of its President or a Vice President and by its Secretary or an Assistant Secretary a certificate setting forth the said amendment and to cause the same to be filed pursuant to the provisions of Nevada Revised Statutes, Title 7, Chapter 78.

THIRD: The total number of outstanding shares having voting power of the Corporation is 200, and the total number of votes entitled to be cast by the holder of all of said outstanding shares is 200.

FOURTH: The holder of all of the aforesaid total number of outstanding shares having voting power dispensed with the holding of a meeting of the sole stockholder and adopted the amendment herein certified by a consent in writing signed by the sole stockholder in accordance with the provisions of Nevada Revised Statutes, Title 7, Section 78.320.

January 22, 1998

LOFTS MERGERCO, INC.

By: _____
Johnny R. Thomas
President

_____
Kathleen L. Gillespie
Assistant Secretary

State of Nevada)
) SS.:
County of Clark)

On January 22, 1998, personally appeared before me, a Notary Public, for the State and County aforesaid, Johnny R. Thomas, as President and Kathleen L. Gillespie, as Assistant Secretary of Lofts Mergerco, Inc., who acknowledged that they executed the above instrument.

NOTARY PUBLIC
STATE OF NEVADA
County of Clark
C.J. WORTH
My Appointment Expires April 23rd, 1998

_____
Notary Public

Q:\WORK\VALPARTI\LOFTS\NAMECHNG.LMC