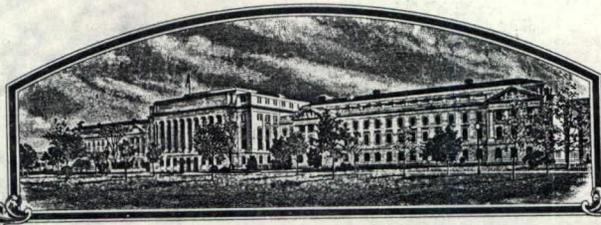


No.

8300061



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Rogers Brothers Seed Company

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 *eighteen* 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, 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 T. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.

BEAN

'Agate'



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 this 29th day of June in the year of our Lord one thousand nine hundred and eighty-four.

Attest

Kenneth
Commissioner
Plant Variety Protection Office
Livestock, Meat, Grain & Poultry
Agricultural Marketing Service

John R. Block
Secretary of Agriculture



1883

U.S. DEPARTMENT OF AGRICULTURE
 AGRICULTURAL MARKETING SERVICE
 LIVESTOCK, POULTRY, GRAIN & SEED DIVISION
 BELTSVILLE, MARYLAND 20705

EXHIBIT C
 (Bean)

OBJECTIVE DESCRIPTION OF VARIETY
 BEAN (*Phaseolus vulgaris* L.)

NAME OF APPLICANT(S) ROGERS BROTHERS SEED COMPANY	FOR OFFICIAL USE ONLY
	PVPO NUMBER 8300061
ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) P.O. Box 80 Idaho Falls, Idaho 83402	VARIETY NAME OR TEMPORARY DESIGNATION AGATE

Place numbers in the boxes (e.g.) for the characters that best describe this variety. Measured data should be for SPACED PLANTS. Ranges may also be given. Royal Horticultural Society or any recognized color standard may be used to determine plant colors; designate system used: _____ . The location of test area is Twin Falls, Idaho . Please answer questions appropriate for your variety if the information is available.

1. TYPE:

1 = Field (dry-edible) 2 = Garden

2. MARKET MATURITY: 5 yr. average

Days to edible pods Days to green shells

Days to dry seeds physiological maturity (90% pods buckskin)

Heat units to edible pods Heat units to green shells

Heat units to dry seeds

No. days earlier than }
 Same as .. }
 No. days later than }

1 = Tendercrop 2 = Kentucky Wonder
 3 = Kinghorn Wax 4 = White Kidney
 5 = Michelite 62 6 = Dwarf Horticultural
 7 = Bush Blue Lake 290 8 = Other (specify below)
Pinto UI 114

3. PLANT:

1 = Determinate 2 = Indeterminate

cm height 18"

cm shorter than }
 Same as .. } comparison variety from above

cm taller than }

cm spread Number primary branches near base

cm narrower than }
 width same as ... } comparison variety from above

cm wider than }

Branching habit:
 1 = compact 2 = open

Main stalk: 1 = brittle 2 = wiry 1 = stout 2 = thin

8. SEED SHAPE AND SIZE: (Cont'd)

2 1 = truncate ends 2 = rounded ends

3 3 gm/100 seed

gm/100 seed lighter than }

gm/100 seed same as }

comparison variety from page one

1 gm/100 seed heavier than 8 }

9. ANTHOCYANIN: (1 = absent 2 = present)

As color develops

1 Flowers

1 Stems

2 in seed coat
Pods

2 Seeds

1 Leaves

10. DISEASE RESISTANCE (0 = not tested 1 = susceptible 2 = resistant):

0 Anthracnose (specify race below) _____

0 Fuscous blight

2 Rust (specify race below)
16, 23, 32, 75 - 22 _____

0 Red node virus

0 Powdery mildew

0 Pod mottle virus

0 Fusarium root rot

2 Bean common mosaic virus (specify strain below)
BV₁ & NY₁₅ _____

0 Pythium root rot

0 Mosaic mottle

0 Rhizoctonia root rot

0 Black root

0 Pythium wilt

0 Bean yellow mosaic virus

0 Angular leaf spot

1 Curly top

0 Bacterial wilt

1 Other (specify below)
Common blight _____

0 Halo blight (specify race below) _____

11. INSECT RESISTANCE: (0 = not tested 1 = susceptible 2 = resistant)

0 Aphids

0 Root knot nematode

0 Leaf hopper

0 Seed corn maggot

0 Lygus

0 Thrips

0 Pod borer

0 Weavils

Other (specify below) _____

12. PHYSIOLOGICAL RESISTANCE: (0 = not tested 1 = susceptible 2 = resistant)

0 Heat

0 Cold

0 Drought

0 Air pollution

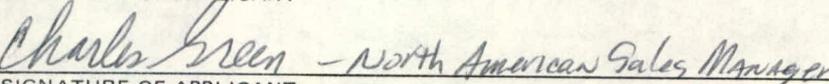
13. COMMENTS:

Side view of seed is somewhat between "oval to oblong" and "uniform", but closer to the "oval to oblong" category.

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

(Instructions on reverse)

No certificate for plant variety protection may be issued unless a completed application form has been received (5 U.S.C. 553).

1. NAME OF APPLICANT(S) ROGERS BROTHERS SEED COMPANY		2. TEMPORARY DESIGNATION D-77213		3. VARIETY NAME AGATE	
4. ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) P. O. Box 80 Idaho Falls, ID 83402		5. PHONE (Include area code) (208) 522-0143		FOR OFFICIAL USE ONLY PVPO NUMBER <h2 style="margin: 0;">8300061</h2>	
6. GENUS AND SPECIES NAME Phaseolus vulgaris		7. FAMILY NAME (Botanical) Leguminosae		FILING DATE 2/11/83 TIME 1:30 <input type="checkbox"/> A.M. <input checked="" type="checkbox"/> P.M.	
8. KIND NAME Dry Edible Bean		9. DATE OF DETERMINATION Summer 1980		FEES RECEIVED AMOUNT FOR FILING \$1,000 DATE 2/11/83 AMOUNT FOR CERTIFICATE \$500.00 DATE 5/23/84	
10. IF THE APPLICANT NAMED IS NOT A "PERSON," GIVE FORM OF ORGANIZATION (Corporation, partnership, association, etc.) Corporation				11. IF INCORPORATED, GIVE STATE OF INCORPORATION Delaware	
11. IF INCORPORATED, GIVE STATE OF INCORPORATION Delaware				12. DATE OF INCORPORATION Feb. 25, 1975	
13. NAME AND ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS Mr. Charles Green ROGERS BROTHERS SEED COMPANY P. O. BOX 80 IDAHO FALLS, IDAHO 83402					
14. CHECK APPROPRIATE BOX FOR EACH ATTACHMENT SUBMITTED a. <input checked="" type="checkbox"/> Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.) b. <input checked="" type="checkbox"/> Exhibit B, Novelty Statement c. <input checked="" type="checkbox"/> Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.) d. <input checked="" type="checkbox"/> Exhibit D, Additional Description of the Variety					
15. 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) of the Plant Variety Protection Act.) <input type="checkbox"/> Yes (If "Yes," answer items 16 and 17 below) <input checked="" type="checkbox"/> No					
16. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? <input type="checkbox"/> Yes <input type="checkbox"/> No			17. IF "YES" TO ITEM 16, WHICH CLASSES OF PRODUCTION BEYOND BREEDER SEED? <input type="checkbox"/> Foundation <input type="checkbox"/> Registered <input type="checkbox"/> Certified		
18. DID THE APPLICANT(S) FILE FOR PROTECTION OF THE VARIETY IN THE U.S. OR OTHER COUNTRIES? <input type="checkbox"/> Yes (If "Yes," give names of countries and dates) <input checked="" type="checkbox"/> No					
19. HAVE RIGHTS BEEN GRANTED IN THE U.S. OR OTHER COUNTRIES? <input type="checkbox"/> Yes (If "Yes," give names of countries and dates) <input type="checkbox"/> No					
20. The applicant(s) declare(s) that a viable sample of basic seeds of this variety will be furnished with the application and will be replenished upon request in accordance with such regulations as may be applicable. The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) 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. Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.					
SIGNATURE OF APPLICANT 				DATE Jan 21, 1983	
SIGNATURE OF APPLICANT				DATE	

INSTRUCTIONS

General: Send an original copy of the application and exhibits, at least 2,500 viable seeds, and \$500 fee (*\$250 filing fee and \$250 examination fee*) to U.S. Department of Agriculture, Agricultural Marketing Service, Livestock, Meat, Grain and Seed Division, Plant Variety Protection Office, National Agricultural Library Building, Beltsville, Maryland 20705. (*See section 180.175 of the Regulations and Rules of Practice.*) Retain one copy for your files. All items on the face of the form are self-explanatory unless noted below.

Item

- 9 Give the date the applicant determined that he had a new variety based on (1) the definition in section 41(a) of the Act and (2) the date a decision was made to increase the seed.
- 14a Give: (1) the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method; (2) the details of subsequent stages of selection and multiplication; (3) the type and frequency of variants during reproduction and multiplication and state how these variants may be identified and (4) evidence of uniformity and stability.
- 14b Give a summary statement of the variety's novelty. Clearly state how this novel variety may be distinguished from all other varieties in the same crop. If the new variety most closely resembles one or a group of related varieties: (1) identify these varieties and state all differences objectively; (2) attach statistical data for characters expressed numerically and demonstrate that these differences are significant; and (3) submit, if helpful, seed and plant specimens or photographs of seed and plant comparisons clearly indicating novelty.
- 14c Fill in the Exhibit C, Objective Description form, for all characteristics for which you have adequate data.
- 14d Describe any additional characteristics that are not described, or whose description cannot be accurately conveyed in Exhibit C. Use comparative varieties as is necessary to reveal more accurately the description of characteristics that are difficult to describe, such as plant habit, plant color, disease resistance, etc.
- 15 If "Yes" is specified (*seed of this variety be sold by variety name only as a class of certified seed*) the applicant may NOT reverse his affirmative decision after the variety has either been sold and so labeled, his decision published, or the certificate has been issued. However, if the applicant specified "No," he may change his choice. (*See section 180.16 of the Regulations and Rules of Practice.*)
- 16 See section 42 of the Plant Variety Protection Act and section 180.7 of the Regulations and Rules of Practice.

2-11-83
1:30

DRY EDIBLE BEAN

AGATE

EXHIBIT A
Origin and Breeding History

The pinto bean 'AGATE' was derived from the following cross pollination in the greenhouse during the Winter 1972-73.

OURAY X PINTO UI 114

Details of selection and multiplication.

	<u>YEAR</u>	<u>GENERATION</u>	<u>FIELD NUMBER</u>	<u>BULK HARVEST</u>	<u># SINGLE PLANT SELECTIONS</u>
Winter	1972-73	f ₁	Greenhouse	3 oz.	
Summer	1973	f ₂	D73-121	3# 1 oz.	1
Summer	1974	f ₃	D74-294		3
Summer	1975	f ₄	D75-675		1
Summer	1976	f ₅	D76-1422		1
Winter	1976-77	f ₆	Greenhouse	3 oz.	
Summer	1977	f ₇	D77-853	2#	1
Summer	1978	f ₈	D78-2827	13#	
Summer	1980	f ₉	D80-2742	270#	

The variety 'AGATE' was stabilized in the f₇ generation. 'AGATE' has been observed to be stable and uniform for 4 generations in the field since 1978. We have made no observations of any variants in the population.

Stock D80-2742 has been increased to commercial size quantities. This variety will be maintained through the procedure of pure line selection for stock seed.

100-1000

UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
Washington, D. C.

Reference is made to the report of Special Agent in Charge [Name] dated [Date] at [Location] and to the report of Special Agent in Charge [Name] dated [Date] at [Location].

Details of subject's activities are as follows:

YEAR	EXPLANATION	AMOUNT	DATE	INITIALS
1973	Greenhouse	1	10/1/73	[Initials]
1973	Greenhouse	2	10/1/73	[Initials]
1973	Greenhouse	3	10/1/73	[Initials]
1973	Greenhouse	4	10/1/73	[Initials]
1973	Greenhouse	5	10/1/73	[Initials]
1973	Greenhouse	6	10/1/73	[Initials]
1973	Greenhouse	7	10/1/73	[Initials]
1973	Greenhouse	8	10/1/73	[Initials]
1973	Greenhouse	9	10/1/73	[Initials]
1973	Greenhouse	10	10/1/73	[Initials]

The subject, [Name], was established in the [Location] area in [Year] and has since that time been observed to be active in the [Location] area. The subject has been observed to be active in the [Location] area and has been observed to be active in the [Location] area. The subject has been observed to be active in the [Location] area and has been observed to be active in the [Location] area. The subject has been observed to be active in the [Location] area and has been observed to be active in the [Location] area.

2-11-83
1:30

8300061

DRY EDIBLE BEAN

AGATE

EXHIBIT B

Novelty Statement

Our variety 'AGATE' is most nearly like the variety 'Ouray', however, 'AGATE' differs in that it is more tolerant to heat stress during flowering. 'Ouray' is relatively intolerant of high temperatures during flowering. 'AGATE' experiences less ovule abortion than 'Ouray' under these conditions.

830001

PROPERTY RECORD

STATE

UNIT

Howley Street

PROPERTY RECORD
STATE
UNIT
Howley Street

2-11-83
1:38

DRY EDIBLE BEAN

'AGATE'

EXHIBIT B

SUPPLEMENT
NOVELTY STATEMENT

Our variety, 'AGATE' is a taller plant than the variety 'Ouray'. The measurements for this determination were made between the crown and the stem position of attachment of the highest pod.

	<u>Rep. I</u>	<u>II</u>	<u>III</u>	<u>IV</u>	<u>V</u>	<u>MEAN</u>
'Ouray'	39	36	36	39	38	37
'AGATE'	48	43	40	45	41	43

The experiment was set up as a randomized block design with 5 replications. Each data value in the above table represents the average of 10 plants. Values are expressed in centimeters.

Standard deviation of the difference (1.45)



830004

REPORT
NO. 100
DATE

The purpose of this report is to provide a summary of the data collected during the field study. The data were collected from a series of observations and interviews conducted over a period of six months.

Category	Group I	Group II	Group III	Group IV	Group V	Group VI
Group I	10	15	20	25	30	35
Group II	12	18	22	28	32	38

The data indicate that there is a significant difference between the two groups. The results suggest that the intervention had a positive effect on the outcome variable. Further research is needed to confirm these findings.

Standard deviation of the data is 1.2.



RECEIVED
SEP 18 1983

DRY EDIBLE BEAN

AGATE

EXHIBIT D

Botanical Description

'AGATE' has an upright, open bush plant habit which holds its pods quite high. The bush has considerable branching from a heavy sturdy stem. 'AGATE' flowers profusely with many flowers being visible above the canopy. It matures in 85 days at Twin Falls, Idaho, which is the same as for Pinto UI 111. 'AGATE' has resistance to the BV₁ and NY₁₅ strains of bean common mosaic virus, as well as numerous races of bean rust. 'AGATE' is susceptible to common blight and curly top. In Southern Idaho, 'AGATE' yields as well or better than Pinto UI 111 (a vine type). It does well under high fertility where conventional vine types may become too viney. 'AGATE' has an average seed size of 1300 seeds/lb., which is the same as Pinto UI 111.

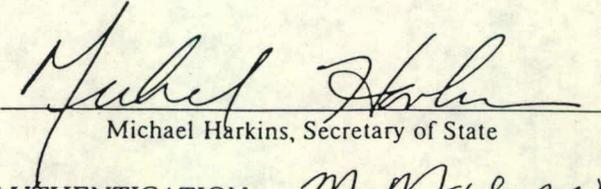
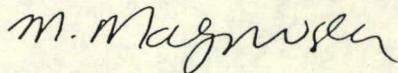
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
DO HEREBY CERTIFY THAT "ROGERS BROTHERS SEED COMPANY", FILED A
CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "ROGERS
NK SEED CO.", ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1990, AT 10:01
O'CLOCK A.M.




Michael Harkins, Secretary of State
AUTHENTICATION: 
DATE: 10/08/1991

DO NOT WRITE IN THIS SPACE

AMENDED
STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

ROGERS NK SEED CO.

_____, a corporation
organized and existing under the laws of Delaware,
and which is presently qualified for the transaction of intrastate business in the
State of California, makes the following statements and/or designation:

That the name of the corporation has been changed to that hereinabove set forth
and that the name relinquished at the time of such change was _____

ROGERS BROTHERS SEED COMPANY

ROGERS NK SEED CO.
(Name of Corporation)

William B. Albers
(Signature of corporate officer)

William B. Albers, President
(Typed name and title of officer signing)

INSTRUCTIONS:

1. If this Amended Statement shows a change of corporate name, there must be attached to this Amended Statement a certificate of an authorized public official of the state or place of incorporation, that such change of name was made in accordance with the laws of that state or place.
2. For filing this Amended Statement there is a fee of \$15.00.

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROGERS NK SEED CO.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROGERS SEED CO.", THE FIFTH DAY OF MAY, A.D. 1994, AT 9 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

0810041 8320

AUTHENTICATION: 7120759

DATE: 05 10 94

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ROGERS NK SEED CO.

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

EFFECTIVE DATE: June 1, 1994

We, Willem van Overschot, President, and Richard B. Geller, Secretary, of Rogers NK Seed Co., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: The Certificate of Incorporation of the corporation was filed on 2/27/75.

SECOND: The Certificate of Incorporation of said corporation has been amended as follows:

By striking out the whole of Article I thereof as it now exists and inserting in lieu and instead thereof, a new Article I, reading as follows:

ARTICLE I

Name

The name of the Corporation is ROGERS SEED CO.

THIRD: Such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware, by the unanimous written consent of all of the stockholders entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: See attached Written Consent of Sole Shareholder and Board of Directors' Resolution.

IN WITNESS WHEREOF, we have signed this certificate this 13th day of April,
1994.

Willem van Overschot
Willem van Overschot, President

Richard B. Geller
Richard B. Geller, Secretary

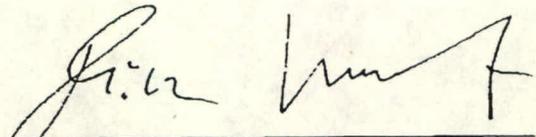
ROGERS NK SEED CO.

WRITTEN CONSENT OF SOLE SHAREHOLDER

SANDOZ CORPORATION, owner of all of the issued and outstanding shares of ROGERS NK SEED CO., hereby consents, pursuant to Section 228 of the Delaware General Corporation Law, to the adoption of the following resolution as and for the act of the shareholder:

RESOLVED, that SANDOZ CORPORATION, as sole shareholder, approves the amendment to Article I of the Certificate of Incorporation of ROGERS NK SEED CO., changing its name to **ROGERS SEED CO.**

Dated: April 22, 1994



Heinz P. Imhof,
Chief Executive Officer
Sandoz Corporation

20 10 31

03

ROGERS NK SEED CO.

RESOLUTION

RESOLVED, that according to Section 242 of the General Corporation Law of the State of Delaware, that Article I of the Certificate of Incorporation be amended, effective June 1, 1994, to read as follows: The name of the Corporation is **ROGERS SEED CO.**; and, further,

RESOLVED, that the appropriate officers of Rogers NK Seed Co. be, and they hereby are, authorized to take any and all further action and execute and deliver any and all further documents that may be necessary or desirable in order to carry out and effectuate fully the purposes set forth in the foregoing resolution.

ADOPTED UNANIMOUSLY BY THE BOARD
MARCH 31, 1994

Richard B. Geller

Richard B. Geller, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ROGERS SEED CO.", A DELAWARE CORPORATION,

WITH AND INTO "NOVARTIS SEEDS, INC." UNDER THE NAME OF "NOVARTIS SEEDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

0829320 8100M
971211787

AUTHENTICATION: 8531908
06-26-97

DATE:

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 06/25/1997
 971211787 - 0829320

**CERTIFICATE OF MERGER
 OF
 ROGERS SEED CO.
 INTO
 NOVARTIS SEEDS, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each on the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Novartis Seeds, Inc.	Delaware
Rogers Seed Co.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware

THIRD: That the name of the surviving corporation is Novartis Seeds, Inc.

FOURTH: That the Certificate of Incorporation of Novartis Seeds, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

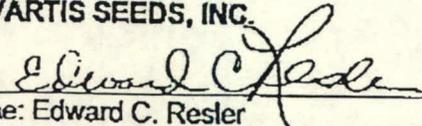
FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 7500 Olson Memorial Highway, Golden Valley, MN 55427.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on July 1, 1997.

Dated June 23, 1997

NOVARTIS SEEDS, INC.

By: 
 Name: Edward C. Resler
 Title: Vice President & General Counsel

