

No.

8600051



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Musser Seed Co.

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 OF MARCH 19, 1930, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

BEAN

'Slenderwax'

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, D. C. this 29th day of July in the year of our Lord one thousand nine hundred and eighty-eight.

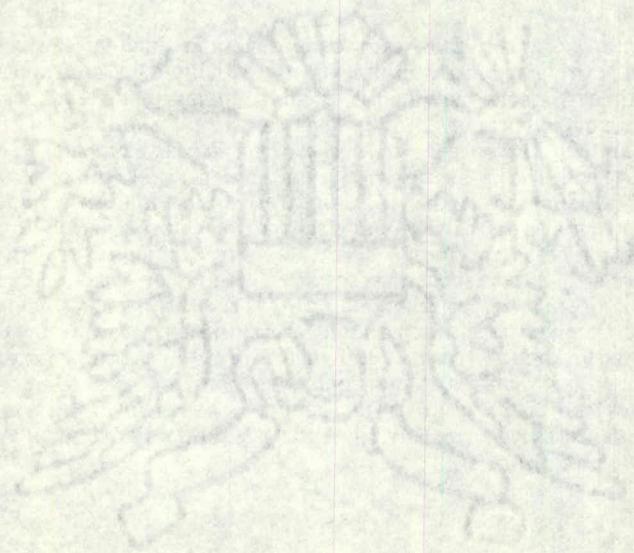
Attest:

Kenneth H. Evans
Commissioner
Plant Variety Protection Office
Agricultural Marketing Service

Richard E. Lyng
Secretary of Agriculture



1885



APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE
(Instructions on reverse)

held confidential until certificate is issued
(7 U.S.C. 2426).

R# 2127

1. NAME OF APPLICANT(S) <i>Musser Seed Co.</i>		2. TEMPORARY DESIGNATION <i>Code 164</i>	3. VARIETY NAME <i>Slenderwax</i>
4. ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) <i>P.O. Box 1406 Twin Falls Id. 83301</i>		5. PHONE (Include area code) <i>208-734-2377</i>	FOR OFFICIAL USE ONLY PVPO NUMBER <i>8600051</i>
6. GENUS AND SPECIES NAME <i>Phaseolus vulgaris</i>	7. FAMILY NAME (Botanical) <i>leguminosae</i>		FILING DATE <i>1/9/86</i> TIME <input type="checkbox"/> A.M. <input type="checkbox"/> P.M.
8. KIND NAME <i>Beans</i>	9. DATE OF DETERMINATION <i>Aug. 15, 1984</i>		FEES RECEIVED AMOUNT FOR FILING \$ <i>1800.00</i> DATE <i>1/9/86</i> AMOUNT FOR CERTIFICATE \$ <i>200.00</i> DATE <i>May 16 1988</i>
10. IF THE APPLICANT NAMED IS NOT A "PERSON," GIVE FORM OF ORGANIZATION (Corporation, partnership, association, etc.) <i>Corporation</i>		11. DATE OF INCORPORATION <i>6-7-74</i>	
11. IF INCORPORATED, GIVE STATE OF INCORPORATION <i>Idaho</i>		12. DATE OF INCORPORATION <i>6-7-74</i>	

13. NAME AND ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS
*Lynn B. Kerr
Musser Seed Co*
PHONE (Include area code): *208-733-0077*

14. CHECK APPROPRIATE BOX FOR EACH ATTACHMENT SUBMITTED

a. Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.)

b. Exhibit B, Novelty Statement

c. Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.)

d. 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.) Yes (If "Yes," answer items 16 and 17 below) No

16. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? Yes No

17. IF "YES" TO ITEM 16, WHICH CLASSES OF PRODUCTION BEYOND BREEDER SEED? Foundation Registered Certified

18. DID THE APPLICANT(S) FILE FOR PROTECTION OF THE VARIETY IN THE U.S.? Yes (If "Yes," give date) No

19. HAS THE VARIETY BEEN OFFERED FOR SALE OR MARKETED IN THE U.S. OR OTHER COUNTRIES? Yes (If "Yes," give names of countries and dates) 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 <i>Lynn B. Kerr</i>	DATE <i>Oct. 30, 1985</i>
SIGNATURE OF APPLICANT	DATE <i>1</i>

PROVIDED

NOV 5 1985

U. S. DEPARTMENT



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SLENDERWAX

EXHIBIT A

Slenderwax resulted from a cross between Slenderette and a germ plasm release by Mike Dickson and the N.Y. Agricultural Experiment Station. The main value of this release is the Instant wax gene. Wax color starts into the bean while still very small.

The pedigree breeding method was used with single plant selections made in the second, fourth and sixth generations. Evaluations were made in the seventh and eighth generation. Multiplication began in the eight. With multiplication now involving several acres, no off-types or mutants have been observed. This indicates excellent uniformity and stability.

EXHIBIT B

Slenderwax is very similar to Slenderette in plant and pod type and style. It differs in being a wax pod rather than a green pod. It differs from other wax beans by having the Instant wax gene (pods start waxing earlier) and also in being resistant to white mold. This resistance was reported by Mike Dickson from studies done in New York state.

EXHIBIT E

Slenderwax is a result of breeding and selection by the Research Staff of Musser Seed Company, Inc., therefore, is owned by them.

RECEIVED

DEC 16 1985

U. S. DEPARTMENT



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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) <i>Musser Seed Co</i>	FOR OFFICIAL USE ONLY
	PVPO NUMBER <i>8600051</i>
ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) <i>PO Box 1406 Twin Falls 83301</i>	VARIETY NAME OR TEMPORARY DESIGNATION <i>Slender wax</i>

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: Idaho. 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:

Days to edible pods Days to green shells

Days to dry seeds

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)
Slenderette

3. PLANT:

1 = Determinate 2 = Indeterminate

cm height

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 }

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

Branching habit:
 1 = compact 2 = open

3

3. PLANT: (Cont'd)

2 Pod position: 1 = low 2 = high 3 = scattered

1 Bush form (illustrated below):



1 = spherical bush form

2 = stem bush form

3 = wide bush form

4 = high bush form

5 = other (specify) _____

4. LEAVES:

2 1 = smooth 2 = wrinkled

2 1 = dull 2 = glossy

1 Size: 1 = small (Earliwax) 2 = medium 3 = large (Tendercrop)

3 Color: 1 = light green (as light or lighter than Bountiful) 2 = medium green
3 = dark green (as dark or darker than Bush Blue Lake 290)

5. FLOWERS:

1 Color: 1 = white 2 = cream 3 = pink 4 = lilac 5 = purple .6 = Other (specify) _____

4 1 Days to 50% bloom

6. FRESH PODS: (Edible maturity, average for 20 pods)

5 Exterior color: 1 = light green (as light or lighter than Bountiful)
2 = medium green
3 = dark green (as dark or darker than Bush Blue Lake 290)
4 = light yellow (Brittlewax)
5 = golden yellow (Cherokee Wax)
6 = green-red variegated (Horticultural)
7 = other (specify) _____

% Sieve size distribution at optimum maturity for non-flat pods

Note:

- 1 = 4.76 mm to 5.76 mm
- 2 = 5.76 mm to 7.34 mm
- 3 = 7.34 mm to 8.34 mm
- 4 = 8.34 mm to 9.53 mm
- 5 = 9.53 mm to 10.72 mm
- 6 = 10.72 mm or larger

	1	2	3	4	5	6
	2	8	30	60	0	0

3 sieve	<input type="checkbox"/> 1 <input type="checkbox"/> 0	cm length	<input type="checkbox"/> 0 <input type="checkbox"/> 8	mm width	<input type="checkbox"/> 0 <input type="checkbox"/> 7	mm thickness
4 sieve	<input type="checkbox"/> 1 <input type="checkbox"/> 2	cm length	<input type="checkbox"/> 1 <input type="checkbox"/> 0	mm width	<input type="checkbox"/> 0 <input type="checkbox"/> 9	mm thickness
5 sieve	<input type="checkbox"/> <input type="checkbox"/>	cm length	<input type="checkbox"/> <input type="checkbox"/>	mm width	<input type="checkbox"/> <input type="checkbox"/>	mm thickness
6 sieve	<input type="checkbox"/> <input type="checkbox"/>	cm length	<input type="checkbox"/> <input type="checkbox"/>	mm width	<input type="checkbox"/> <input type="checkbox"/>	mm thickness

6. FRESH PODS: (Cont'd)

- 3 Cross section pod shape: 1 = flat 2 = oval 3 = round 4 = heart
- 2 Creaseback: 1 = present 2 = absent
- 2 Pubescence: 1 = none 2 = sparse 3 = considerable
- 2 Spur: 1 = straight 2 = slightly curved 3 = curved
- 1 Constrictions: 1 = none 2 = slight 3 = deep
- 1 Pod flesh: 1 = light 2 = medium 3 = dark
- 1 2 mm spur length
- 1 Fiber: 1 = none 2 = sparse 3 = considerable
- 6 Number of seeds per pod
- 1 Surface: 1 = smooth 2 = rough
- 2 Suture string: 1 = present 2 = absent
- 2 Seed development (Snap Bean): 1 = slow 2 = medium 3 = fast
- 1 Machine harvest: 1 = adapted 2 = not adapted
- 6 Pod flavor: (1) Standard (Tendercrop)
 (2) Mild Blue Lake (BBL 274)
 (3) Strong Blue Lake (Pole FM1)
 (4) Mild Romano (Roma)
 (5) Strong Romano (Pole Romano)
 (6) Other (specify) Waxy pole Flavor

7. SEED COAT COLOR:

- 1 1 = Monochrome 2 = Polychrome 1 1 = shiny 2 = dull
- 1 Primary color: } 1 = white 2 = yellow 3 = buff 4 = tan
- 0 Secondary color: } 5 = brown 6 = pink 7 = red 8 = purple
 9 = blue 10 = black 11 = other (specify) _____
- 1 Color Pattern: 1 = none 2 = splashed 3 = mottled 4 = striped 5 = flecked 6 = dotted
- 0 Secondary color location: 1 = hilar ring 2 = ventral surface
 3 = sides 4 = dorsal surface
 5 = not restricted to any area 6 = combination of location (specify below) _____
- 0 Hilar ring on colored seeds: 1 = absent 2 = narrow 3 = butterfly shaped

8. SEED SHAPE AND SIZE:

- 1 Hilum view: 1 = elliptical 2 = oval 3 = round 2 Cross section: 1 = elliptical 2 = oval 3 = cordate 4 = round
- 1 Side view:   
 1 = oval to oblong 2 = round 3 = reniform

5

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

2 1 = truncate ends 2 = rounded ends

2 2 gm/100 seed

0 1 gm/100 seed lighter than 8

gm/100 seed same as

gm/100 seed heavier than

comparison variety from page one

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

1 Flowers 1 Stems 1 Pods 1 Seeds 1 Leaves

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

<input checked="" type="checkbox"/> 0 Anthracnose (specify race below)	<input checked="" type="checkbox"/> 0 Fuscous blight
<input checked="" type="checkbox"/> 1 Rust (specify race below)	<input checked="" type="checkbox"/> 0 Red node virus
<input checked="" type="checkbox"/> 0 Powdery mildew	<input checked="" type="checkbox"/> 0 Pod mottle virus
<input checked="" type="checkbox"/> 1 Fusarium root rot	<input checked="" type="checkbox"/> 2 Bean common mosaic virus (specify strain below) <i>Type Strain & NY 15</i>
<input checked="" type="checkbox"/> 0 Pythium root rot	<input type="checkbox"/> Mosaic mottle
<input checked="" type="checkbox"/> 0 Rhizoctonia root rot	<input type="checkbox"/> Black root
<input checked="" type="checkbox"/> 0 Pythium wilt	<input checked="" type="checkbox"/> 2 Bean yellow mosaic virus
<input checked="" type="checkbox"/> 0 Angular leaf spot	<input checked="" type="checkbox"/> 1 Curly top
<input checked="" type="checkbox"/> 0 Bacterial wilt	<input checked="" type="checkbox"/> 2 Other (specify below) <i>White Mold</i>
<input checked="" type="checkbox"/> 0 Halo blight (specify race below)	

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

<input checked="" type="checkbox"/> 0 Aphids	<input checked="" type="checkbox"/> 0 Root knot nematode
<input checked="" type="checkbox"/> 0 Leaf hopper	<input checked="" type="checkbox"/> 0 Seed corn maggot
<input checked="" type="checkbox"/> 0 Lygus	<input checked="" type="checkbox"/> 0 Thrips
<input checked="" type="checkbox"/> 0 Pod borer	<input checked="" type="checkbox"/> 0 Weevils
	<input type="checkbox"/> Other (specify below)

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

0 Heat 0 Cold 0 Drought 0 Air pollution

13. COMMENTS:

U. S. DEPARTMENT

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State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of _____ Merger _____ of _____
MUSSER SEED CO., INC., an Idaho corporation,
_____ into _____ ROGERS BROTHERS SEED COMPANY, a Delaware corporation _____, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of _____ merger _____, and attach hereto a duplicate original of the Articles of _____ Merger _____.

Dated _____ June 30 _____, 19 89 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF MERGER
OF
MUSSER SEED CO., INC.

JUN 30 2 15 PM '89
SECRETARY OF STATE

INTO

ROGERS BROTHERS SEED COMPANY,
A DELAWARE FOREIGN PARENT CORPORATION

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging Musser Seed Co., Inc., a wholly-owned subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The undersigned foreign corporation is incorporated under the laws of Delaware and the laws of such jurisdiction permit such a merger.

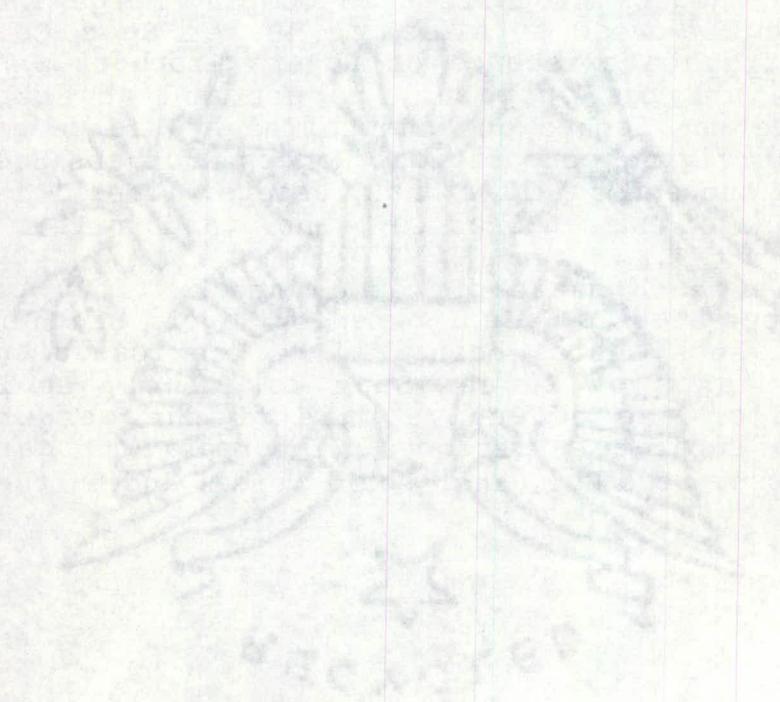
SECOND: The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

RESOLVED, that Rogers Brothers Seed Company merge into itself its wholly-owned subsidiary, Musser Seed Co., Inc., the corporate existence of Rogers Brothers Seed Company, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger and, as the surviving corporation, Rogers Brothers Seed Company shall succeed to all rights, assets, liabilities and obligations of Musser Seed Co., Inc.; and further

RESOLVED, that each share of common stock (\$1.00 par value) of Musser Seed Co., Inc. owned by Rogers Brothers Seed Company, such shares being all of the issued and outstanding shares of Musser Seed Co., Inc., shall be cancelled on the effective date of the merger, whereupon the separate existence and corporate organization of Musser Seed Co., Inc. shall cease; and further

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RESOLVED, that the effective date of the merger shall be June 30, 1989; and further

RESOLVED, that the foregoing resolutions shall constitute an Agreement of Merger for the purpose of Section 258 of the Delaware Corporation Law and the appropriate officers of Rogers Brothers Seed Company be, and they hereby are, directed to make, execute and acknowledge a certificate of merger in accordance with such section, setting forth such Agreement of Merger, and to file the same in the office of the Secretary of the State of Delaware, and to file the same or a true copy thereof in such other offices as may be required by the Delaware Corporation Law; and further

RESOLVED, that the appropriate officers of Rogers Brothers Seed Company be, and they hereby are, directed to make, execute and acknowledge the Agreement of Merger in accordance with Section 30-1-77 of the Corporation Law of the State of Idaho, and to file the same in the office of the Secretary of the State of Idaho, and to file the same or a true copy thereof in such other offices as may be required by the Corporation Laws of the State of Idaho, and to appoint the Secretary of State of the State of Idaho as the agent of Rogers Brothers Seed Company to accept service of process in action for enforcement of any prior obligations of Musser Seed Co., Inc., and to agree that Rogers Brothers Seed Company may be sued in the State of Idaho for any prior obligation of Musser Seed Co., Inc. incurred after the merger; and further

RESOLVED, that the appropriate officers of Rogers Brothers Seed Company 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 resolutions.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:



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<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>No. of Shares Owned By Surviving Corporation</u>
Musser Seed Co., Inc.	156,519 Common Shares	Common Stock	156,519 Common Shares

FOURTH: The requirement that a copy of the plan of Merger set forth in Article Second was waived by the Corporation as sole shareholder on June 19, 1989.

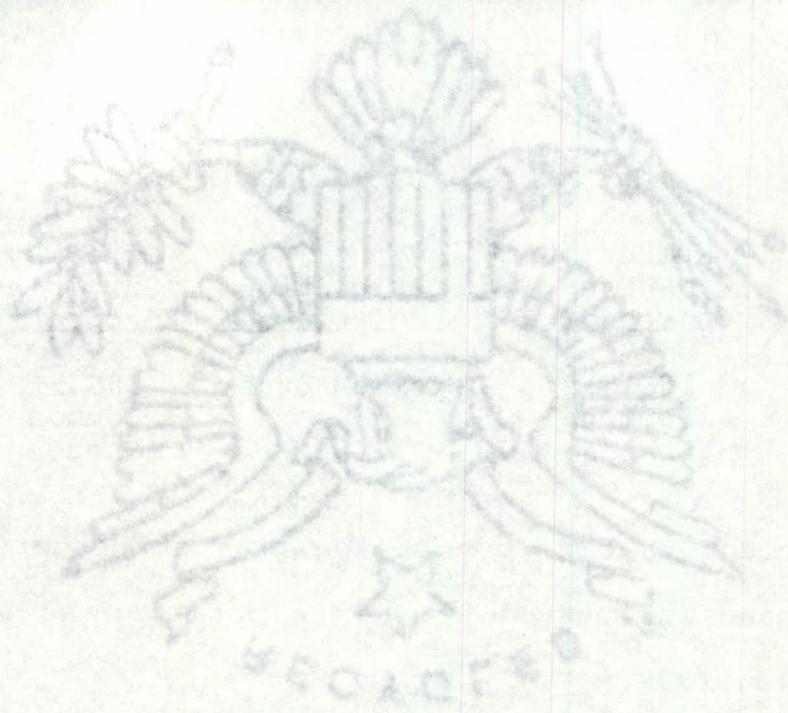
FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the above-mentioned subsidiary corporation; and (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding.

Dated: June 29, 1989.

ROGERS BROTHERS SEED COMPANY

By William B. Albers
William B. Albers
Its President, and

By Alden E. Hill
Alden E. Hill
Its Vice President of
Administration and Secretary



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STATE OF IDAHO)
) SS
COUNTY OF ADA)

I, Mrs. Sharon L. Plaster, a notary public, do hereby certify that on this 29th day of June, 1989, personally appeared before me Alden E. Hill, who being by me first duly sworn, declared that he is the Vice President of Administration and Secretary of Rogers Brothers Seed Company, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Mrs. Sharon L. Plaster
Notary Public for Idaho

Residing At: Boise, Idaho

My Commission expires: 5-27-91

STATE OF IDAHO)
) SS
COUNTY OF ADA)

I, Mrs Sharon L. Plaster, a notary public, do hereby certify that on this 29th day of June, 1989, personally appeared before me William B. Albers, who being by me first duly sworn, declared that he is the President of Rogers Brothers Seed Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Mrs. Sharon L. Plaster
Notary Public for Idaho

Residing at: Boise, Idaho

My Commission Expires: 5-27-91

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OFFICE

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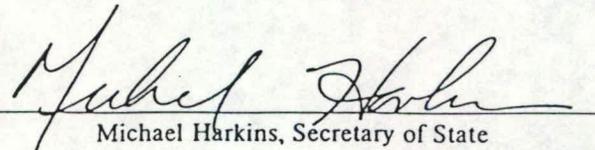
State of Delaware



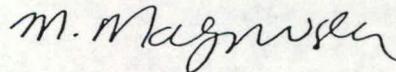
Office of Secretary of State

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.



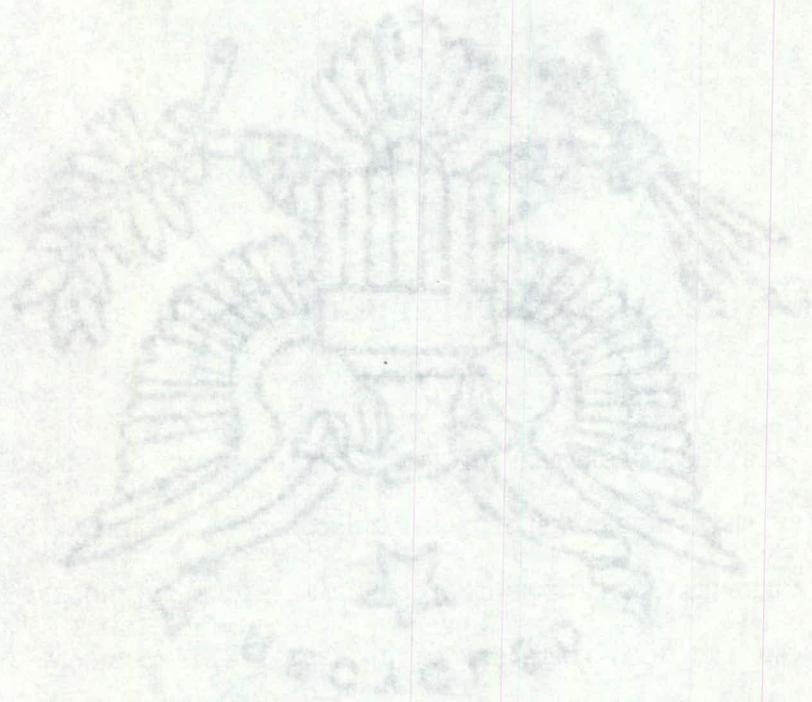

Michael Harkins, Secretary of State

AUTHENTICATION:



DATE: 10/08/1991

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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)

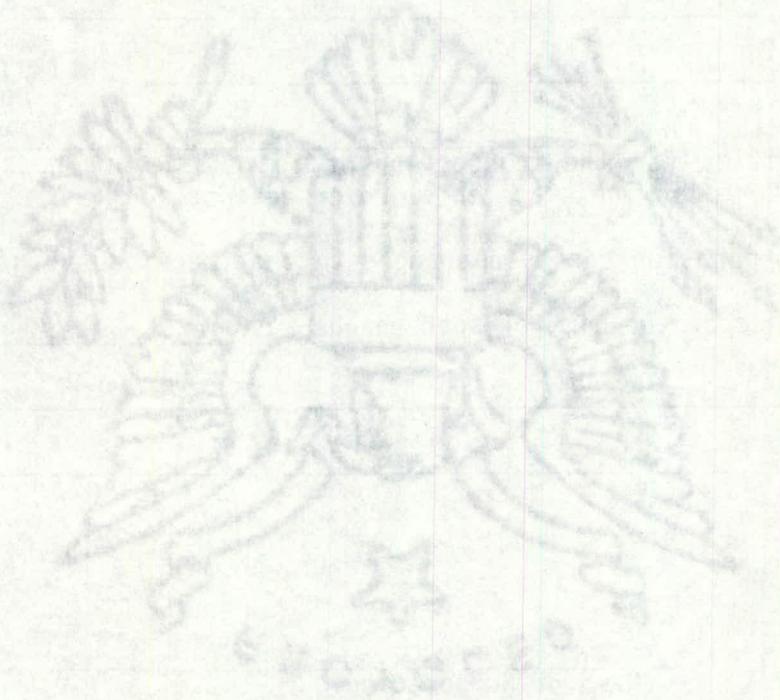
William B. Albers
(Signature of corporate officer)

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.

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State of Delaware
Office of the Secretary of State

PAGE 1

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

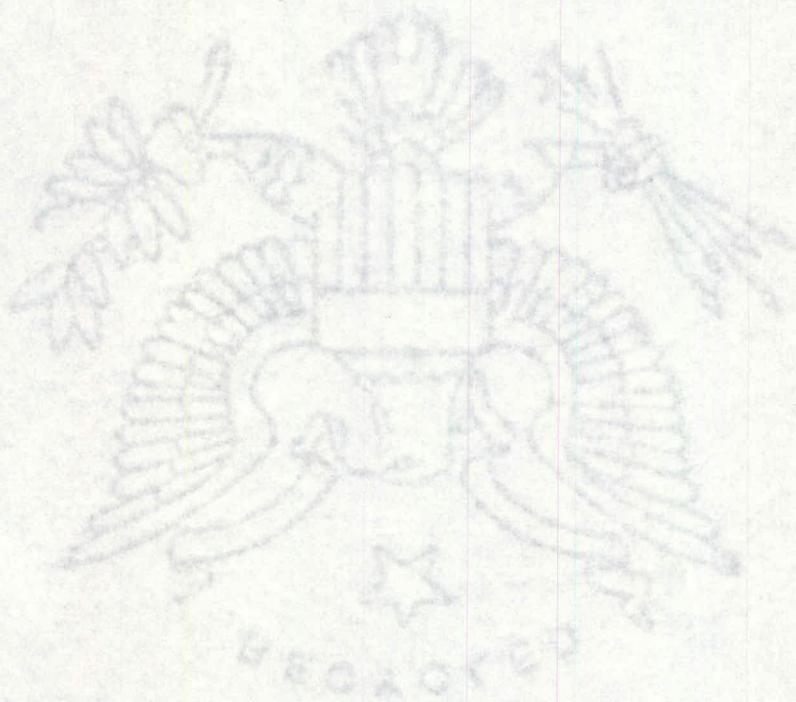
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944080001

AUTHENTICATION: 7120759

DATE: 05-16-94

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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.

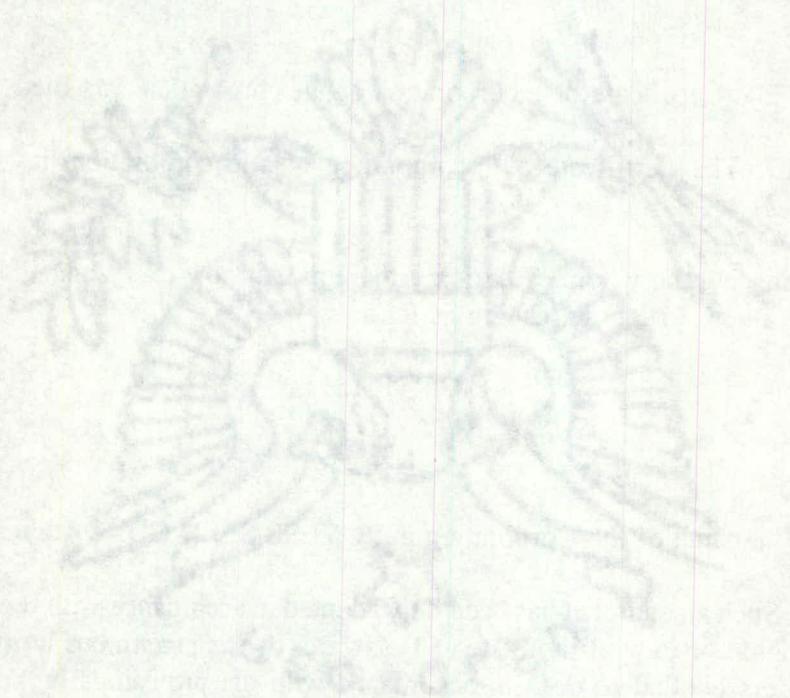
FOURTH: See attached Written Consent of Sole Shareholder and Board of Directors' Resolution.

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

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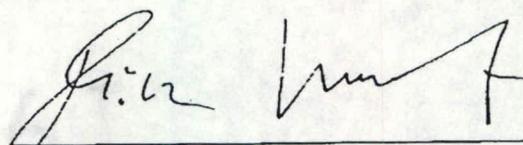
ROGERS NK SEED CO.

WRITTEN CONSENT OF SOLE SHAREHOLDER

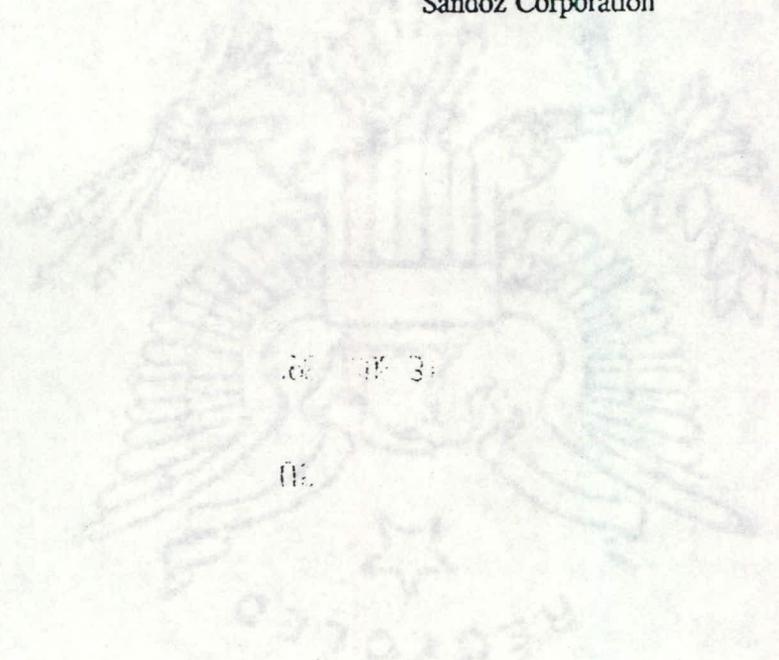
SANDOZ CORPORATION, owner of all of the issued and outstanding shares of ROGERS NK SEED CO., hereby consents, pursuant to Section 228 of the Delaware General Corporation Law, to the adoption of the following resolution as and for the act of the shareholder:

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





ROGERS NK SEED CO.

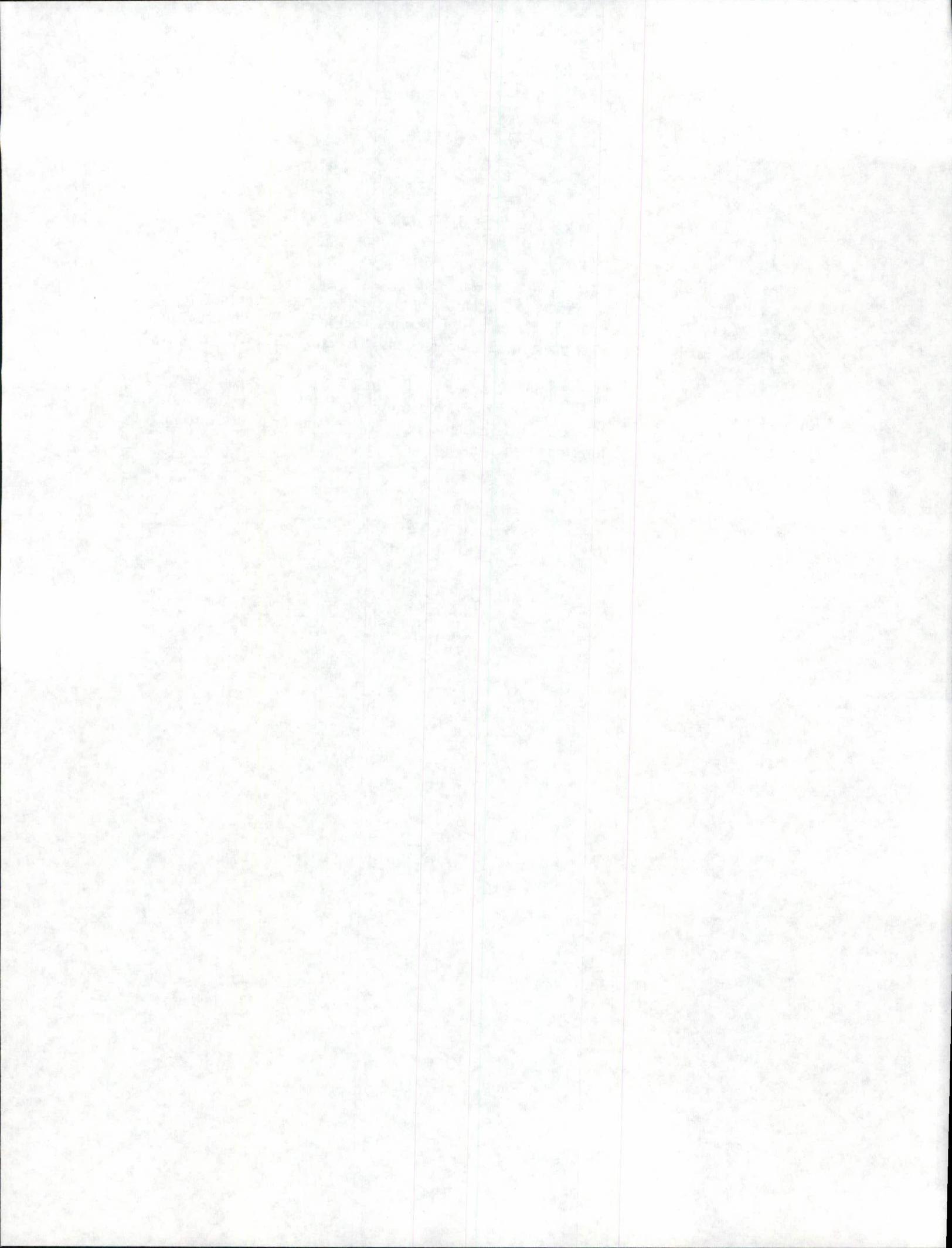
RESOLUTION

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.



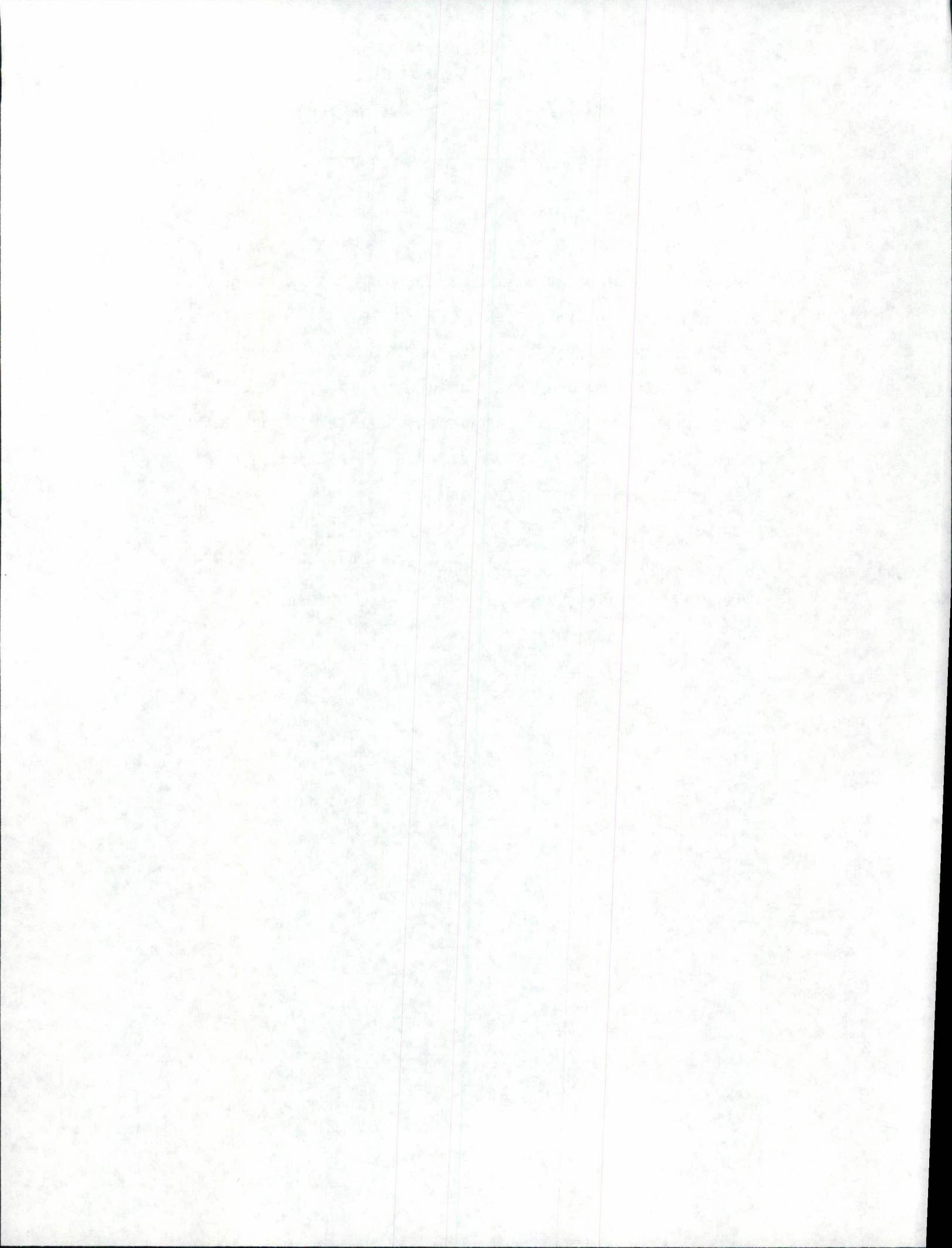
0829320 8100M
971211787

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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.

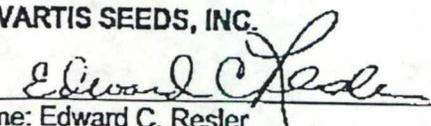
FOURTH: That the Certificate of Incorporation of Novartis Seeds, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

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

