

07-08-1998

MRO 6-29-98

Form PTO-1594 (Rev. 6-93)

RECORD TR



DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

100755891

...al documents or copy thereof.

1. Name of conveying party(ies):
Garden Grow Co.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Oregon
 Other _____

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

2. Name and address of receiving party(ies):
Name: The Garden Grow Company
Internal Address: _____
Street Address: 6500 Hanna Road
City: Independence State: OR ZIP: 97351
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Oregon
 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: June 1, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Exhibit A attached hereto

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
See Exhibit A attached hereto

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Heidi L. Sachs
Internal Address: Perkins Coie
Street Address: 1201 Third Avenue, 40th Floor
City: Seattle State: WA ZIP: 98101


6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41):..... \$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(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.

Heidi L. Sachs  June 23, 1998

Name of Person Signing Signature Date

07/02/1998 JENWRAZZ 00000041 695150 Total number of pages comprising cover sheet, attachments and document: **10**

01 FC:401 40.00 OP
02 FC:402 175.00 OP

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark Registrations

Trademark	Registration No.	Registration Date
FISH-ILIZER and Design	695,150	3/29/60
ENVEE	781,582	12/15/64
BLACK MAGIC	1,025,987	12/2/75
GENIE Design	1,071,229	8/16/77
GREEN SCENE	1,241,715	6/14/83

Pending "Use Based" Applications

Trademark	Serial No.	Filing Date
WHITNEY FARMS	75/355,797	9/10/97

Pending "Intent-to-Use" Applications

Trademark	Serial No.	Filing Date
CLAY BUSTER	75/355,752	9/10/97
MOSS STOP	75/356,406	9/10/97

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
**Articles of
Merger**
filed on
June 1, 1998
for
GARDEN GROW CO.

merging with and into
GREEN ACQUISITION COMPANY
changing its name to
THE GARDEN GROW COMPANY
is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By Debra L. Virag
Debra L. Virag
June 9, 1998



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

06/01/98 11:41 AM Articles of Merger

For office use only
BUSINESS REV

A50
\$10.00

FILED

JUN 01 1998

OREGON
SECRETARY OF STATE

Registry Number: 633942-83

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

- A. Green Acquisition Company #633942-83 suru
- B. Garden Grow Co. #174022-15

2) NAME OF THE SURVIVING CORPORATION The Garden Grow Company

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW

Corporation A

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	500,000	500,000	0

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	80.97	80.97	0

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

- A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before 19____.
- The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

John E. von Schlegell

Signature

Title

President

11) CONTACT NAME

Karen M. Dodge, Paralegal

DAYTIME PHONE NUMBER

(503) 727-2000

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

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PLAN OF MERGER

This Plan of Merger is entered into among GREEN ACQUISITION COMPANY, an Oregon corporation ("Surviving Corporation"), GARDEN GROW CO., an Oregon corporation ("Merging Corporation"), and the following shareholders of Merging Corporation (collectively, the "Shareholders"): John D. Graham, William J. Graham, The McCay Living Trust and J. Michael Moody.

1. Merging Corporation shall be merged with and into Surviving Corporation.
2. Each share of the capital stock of Surviving Corporation which is outstanding immediately prior to the effective time of the merger shall remain outstanding after the merger.
3. Each share of the capital stock of Merging Corporation which is owned immediately prior to the effective time of the merger by Surviving Corporation or Merging Corporation or any of their respective direct or indirect wholly owned subsidiaries shall, by virtue of the merger, be cancelled and retired and shall cease to exist.
4. Subject to Section 3.3 of that certain Agreement and Plan of Merger, dated as of the date hereof (the "Agreement and Plan of Merger"), by and among Merging Corporation, Surviving Corporation and the Shareholders, the holder of each share of Common Stock of Merging Corporation which is outstanding immediately prior to the effective time of the Merger (other than shares to be canceled in accordance with Paragraph 3 above) shall be entitled to, and such holder's shares shall be converted into the right to receive the allocations of cash, a subordinated note of Surviving Corporation in the form set forth in Exhibit B attached to the Agreement and Plan of Merger (a "Purchase Note") and/or shares of Common Stock of Surviving Corporation all as set forth in Exhibit A attached hereto next to such Shareholder's name. All such shares of Common Stock of Merging Corporation, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the cash, a Purchase Note and/or shares of Common Stock of Surviving Corporation to be issued or paid in consideration therefor upon the surrender of such certificate in accordance with Section 3.2 of the Agreement and Plan of Merger, without interest.

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5. At the effective time of the merger, the name of the Surviving Corporation shall be changed to "The Garden Grow Company".
6. Merging Corporation and the Shareholders shall from time to time, as and when reasonably requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action reasonably necessary or desirable to evidence or carry out the merger.
7. The effect of the merger and the effective date of the merger are as prescribed by law.

[The remainder of this page intentionally left blank.]

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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of June 1, 1998.

GREEN ACQUISITION COMPANY

By: [Signature]
Name: JE van Sijpe
Title: President

GARDEN GROW CO.

By: [Signature]
Name: JAMES D. GRAHAM
Title: President

[Signature]
JOHN D. GRAHAM

WILLIAM J. GRAHAM

THE MCCAY LIVING TRUST

By: [Signature]
Name: Robert D. McCay, Jr.
Title: Trustee

J. MICHAEL MOODY

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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of June 1, 1998.

GREEN ACQUISITION COMPANY

By: [Signature]
Name:
Title:

GARDEN GROW CO.

By: [Signature]
Name: Fred D. GRAHAM
Title: President

[Signature]
JOHN D. GRAHAM

William J. Graham
WILLIAM J. GRAHAM

THE MCCAY LIVING TRUST

By: _____
Name: Robert D. McCay, Jr.
Title: Trustee

J. MICHAEL MOODY

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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of June 1, 1998.

GREEN ACQUISITION COMPANY

By: [Signature]
Name:
Title:

GARDEN GROW CO.

By: _____
Name:
Title:

JOHN D. GRAHAM

WILLIAM J. GRAHAM

THE MCCAY LIVING TRUST

By: _____
Name: Robert D. McCay, Jr.
Title: Trustee

[Signature]
J. MICHAEL MOODY

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EXHIBIT A
MERGER CONSIDERATION

Shareholder	Shares of Merging Corporation	Shares of Surviving Corporation	Cash Amount	Note Amount
John D. Graham	49.00	2,337,412	NA	NA
Robert Dale McCay, Jr., Trustee, The McCay Living Trust	18.03	NA	\$543,138.20	\$1,000,000
William J. Graham	9.84	183,177	\$513,523.53	NA
J. Michael Moody	4.10	NA	\$350,907.74	NA
TOTALS	80.97	2,520,589	\$1,407,569.47	\$1,000,000

[18676-00077/A981480.047]

PERKINS COIE LLP 1201 THIRD AVENUE, 40th FLOOR SEATTLE, WA 98101-3099

USPAT2000

CHECK
NO.

560478

INVOICE DATE	INVOICE NUMBER	INVOICE AMOUNT	DISCOUNT	PAYMENT AMOUNT
06/25/98	9810279	\$215.00	\$0.00	\$215.00
RECORDED: 06/29/1998		TRADEMARK REEL: 1748 FRAME: 0199		

DETACH AND RETAIN THIS STATEMENT