

11-12-1998



100876144

Tab settings >>>

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

Pursell Industries, Inc.

- Individual(s)
- General Partnership
- Corporation-State - Alabama
- Other

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

2. Name and address of receiving party(ies)

Pursell Industries, Inc.

Name: _____

Internal Address: _____

Street Address: 201 West Fourth Street

City: Sylacauga State: AL ZIP: 35150

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Effective Date: November 7, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Attached List

B. Trademark Registration No.(s)

See Attached List

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: A. Yates Dowell, III

Internal Address: Suite 309

11/09/1998 JSWBAZZ 00000038 74533111

01 FC:481
02 FC:482

40.00 OP
2200.00 OP

Street Address: 1215 Jefferson Davis

Highway

City: Arlington State: Va ZIP: 22202

6. Total number of applications and registrations involved: 89

7. Total fee (37 CFR 3.41).....\$ 2,240.00

Enclosed CHECK

Authorized to be charged to deposit account T-223

8. Deposit account number:

04-1577

(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.

A. Yates Dowell, III

Name of Person Signing

A. Yates Dowell
Signature

10/30/98
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1809 FRAME: 0029

**Merger of Pursell Industries, Inc. an Alabama Corporation
into Pursell Industries, Inc. a Delaware Corporation**

<u>Application Serial Nos.</u>	<u>Mark</u>
74/533,111	SUPREME GREEN
75/004,108	NURSERY SUPREME
75/008,298	PS4
75/009,459	Design Only
75/010,327	Design Only
75/083,460	TURF SCIENCE
75/083,464	GAP
75/163,783	FAST START
75/163,882	EASY FEEDER
75/178,061	STA-GREEN GARDEN NOTE
75/279,845	THE EASY WAY TO A BEAUTIFUL LAWN & GARDEN
75/279,846	THE EASY WAY TO A BEAUTIFUL LAWN
75/279,847	THE EASY WAY TO A BEAUTIFUL GARDEN
75/283,369	TURF SPECIAL
75/324,393	LAWN BUILDER
75/327,815	ONIONEX
75/336,759	SMART SOIL
75/351,043	NO MIX! NO MESS!
75/351,044	GREENS IN 3 DAYS, FEEDS FOR 3 MONTHS
75/351,045	BETTER LAWNS
75/351,046	100 PLUS
75/351,048	BLOOM-N-GROW
75/372,372	AQUAGUARD
75/372,373	3 PLUS 3
75/372,374	CRAB-EX
75/372,375	TRI-MIX

75/372,376	GREEN GRASS GUARANTEE
75/372,377	WEED FREE GUARANTEE
75/382,362	SMART SOIL PLUS
75/382,363	STA-GREEN
75/382,364	NURSERY SPECIAL
75/382,365	UNIPEL
75/478,086	SUPER SULFATE
75/492,746	VIAGRO
75/511,995	LAST BITE
75/511,996	COLORBURST
75/511,997	WEEDILIZER
75/511,998	PANSY BOOSTER
75/511,999	MUM BOOSTER

Registration Nos.

Mark

508,395	BIG CROP
525,504	VERTAGREEN
686,131	STA-GREEN
773,054	ROCKET
807,450	STA-GREEN
834,914	STA-GREEN
841,468	TOURNAMENT
842,707	TEE GREEN
847,806	SOILIFE
1,101,103	PRO-START
1,114,763	SEED & SOD
1,123,884	NURSERY SPECIAL
1,270,432	BULB BOOSTER
1,156,017	SULFURKOTE
1,240,749	PARKER'S
1,287,510	BULB BOOSTER
1,363,868	STAR
1,426,130	TULIP design

1,427,065	INSTAGREEN
1,446,947	PURSELL
1,455,964	GREENSKOTE
1,508,729	MASTERGREEN
1,508,732	EASYLIME
1,514,215	GOAL LINE
1,539,907	SUPREME GREEN
1,542,143	K-KOTE
1,548,755	BETTER LAWNS
1,607,880	STA-GREEN WINTER CONDITIONER
1,657,901	BLOOM START
1,679,773	FLOWER POWER
1,724,786	PHERTILIZER
1,775,662	TEXAS TURF
1,776,958	NURSERY BLEND
1,781,992	ATLANTA TURF SPECIAL
1,796,668	PERENNIAL BOOSTER
1,813,279	STA-GREEN II
1,834,216	POLYON
1,848,882	YARDWORKS
1,896,721	FERTILIZERS OF THE FUTURE
1,903,304	CALADIUM BOOSTER
1,912,112	TRIKOTE
1,960,689	SUMMER GREEN
2,003,574	CAROLINA SPECIAL
2,011,233	PURSELL'S
2,013,741	POLYGRAPH
2,038,995	POLYON NPK
2,044,806	GARDEN SCIENCE
2,046,754	GREYSTONE
2,046,768	ACIDIZER
2,079,948	WHITE HOUSE

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 OF "PURSELL INDUSTRIES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2795543 8100

981306759

AUTHENTICATION: 9244453

DATE: 08-10-98

TRADEMARK
REEL: 1809 FRAME: 0033

**CERTIFICATE OF MERGER
MERCING
PURSELL INDUSTRIES, INC.
an Alabama corporation
INTO
PURSELL INDUSTRIES, INC.
a Delaware corporation**

**In accordance with Section 252 of the General Corporation Law
of the State of Delaware**

Pursell Industries, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge Pursell Industries, Inc., an Alabama corporation, with and into itself, pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, with the Corporation being the surviving corporation in the merger (the "Merger"), DOES HEREBY CERTIFY as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Pursell Industries, Inc.	Alabama
Pursell Industries, Inc.	Delaware

SECOND: 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 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is Pursell Industries, Inc. (the "Surviving Corporation"), a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 201 West Fourth Street, Sylacauga, AL 35150.

SIXTH: 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: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

EIGHTH: Immediately prior to the filing of this Certificate of Merger, the authorized capital stock of each constituent corporation which is not a corporation of the State of Delaware is:

<u>Pursell Industries, Inc., an Alabama corporation</u>		
<u>Capital Stock</u>	<u>Par Value</u> <u>Per Share</u>	<u>Authorized</u> <u>Shares</u>
Series A Preferred Stock	\$.01	6,081
Series B Preferred Stock	\$.01	7,082
Class A Common Stock	\$.01	13,479.971
Class B Common Stock	\$.01	710
Class C Common Stock	\$.01	710

* * * * *

IN WITNESS WHEREOF, the undersigned, a Delaware corporation, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do hereby declare and certify that this is the act and deed of the Corporation and the facts contained herein are true and accordingly have hereunto signed this Certificate of Merger as of this 7th day of November, 1997.

Pursell Industries, Inc.

By: T. Pursell

Name: Taylor Pursell

Title: CEO

M:\CVC-PURS\MERGER\CURRENT\MERGCERT.DE