

03-12-1999

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)

Conveyance Type

- Assignment
- Security Agreement
- License
- Nunc Pro Tunc Assignment

Document ID#

Effective Date

Month Day Year

Correction of PTO Error

Reel #

Frame #

Merger

Corrective Document

Reel #

Frame #

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date

Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship /State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached
(Designation must be a separate document from the Assignment.)

Citizenship/State of Incorporation/Organization

03/10/1999 DCOATES 00000021 1469572

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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Mail documents to be recorded and required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1866 FRAME: 0165

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1469572"/>	<input type="text" value="137821"/>	<input type="text" value="1378337"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1403361"/>	<input type="text" value="1688276"/>	<input type="text" value="165120"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1404311"/>	<input type="text" value="1402694"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) #

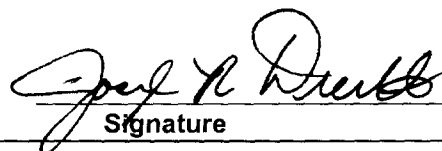
Deposit Account Number:

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Joseph R. Dreitler, Esq.
Name of Person Signing


Signature

3-4-99
Date Signed

VOL 1180

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CERTIFICATE OF MERGER
EARTHGRO ACQUISITION CORP. -SURVIVING CORPORATION
EARTHGRO, INC. -TERMINATING CORPORATION

1. The names of the merging corporations are EarthGro Acquisition Corp. and EarthGro, Inc., each of which is a Connecticut corporation. EarthGro Acquisition Corp. is to be the Surviving Corporation.

2. The name which the Surviving Corporation is to have after the merger shall be EarthGro, Inc.

3. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation except that Article 1 thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"1. The name of the Corporation is EarthGro, Inc." and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of Chapter 599 of the Connecticut General Statutes.

4. An Agreement and Plan of Merger has been approved by each of the merging corporations in the manner provided for in the applicable provisions of Chapter 599 of the Connecticut General Statutes. The Agreement and Plan of Merger as approved is on file at the principal place of business of the Surviving Corporation, the address of which is: Route 207, Lebanon,

Connecticut 06249. In addition to complying with any other provisions of Chapter 599 of the Connecticut General Statutes, the Surviving Corporation shall furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any shareholder of any such merging corporation.

5. The Agreement and Plan of Merger was adopted in the following manner:

(a) The Agreement and Plan of Merger was approved by resolution adopted by the board of directors of each merging corporation.

(b) As to each merging corporation, the shareholder vote required to adopt the Agreement and Plan of Merger was two-thirds (2/3) of the voting power of the outstanding shares of each class of stock of the corporation.

(i) EarthGro, Inc., prior to the merger, had 795 shares of stock outstanding and entitled to vote. Each share was entitled to one (1) vote. The vote in favor of the Agreement and Plan of Merger was 100%. There is only one (1) class of stock, that being common stock.

(ii) EarthGro Acquisition Corp., prior to the merger, had 1,000 shares of stock outstanding and entitled to vote. Each share was entitled to one (1) vote. The vote in favor of the Agreement and Plan of Merger was 100%. There is only one (1) class of stock, that being common stock.

Dated this 19th day of February, 1991.

The undersigned hereby declare, under the penalties of false statement, that the statements made in this certificate insofar as it pertains to EarthGro, Inc. are true.

EARTHGRO, INC.

By: [Signature]
Paul Sellow
Its President

By: [Signature]
Peter Sellow
Its Secretary

The undersigned hereby declare, under the penalties of false statement, that the statements made in this Certificate insofar as it pertains to EarthGro Acquisition Corp. are true.

EARTHGRO ACQUISITION CORP.

By: [Signature]
Paul Sellow
Its President

By: [Signature]
Timothy Sellow
Its Secretary

FILED
STATE OF CONNECTICUT

FEB 19 1999

[Signature]
SECRETARY OF THE STATE
By: [Signature] Time 12 P.M.

B4586

Re: Ellen F. DeLacchio
Branan, Saltzman, et al
PO Box 1746
New Haven CT 06507
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