

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-18-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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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)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- 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/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
- City State/Country Zip Code
- Individual General Partnership Limited Partnership Association
 - Corporation
 - Other
 - Citizenship/State of Incorporation/Organization

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 Assignment.)

05/17/2000 JSNRBAZZ 00000155 2234956
01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002074 FRAME: 0979

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2234956"/>	<input type="text" value="1297922"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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

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.

Purvi J. Patel

4-26-2000

Name of Person Signing

Signature

Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

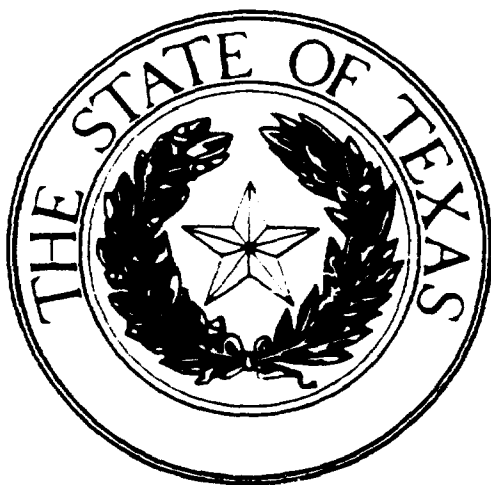
CORNELIUS NURSERIES, INC.
FORMERLY:
CALLOWAY'S CORNELIUS, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: September 21, 1999

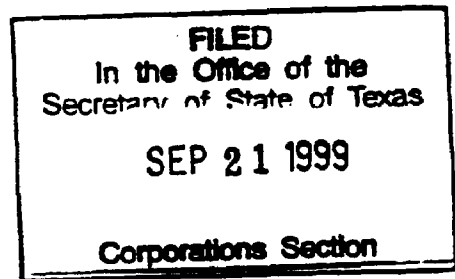
Effective: September 21, 1999


YD

Elton Bomer
Secretary of State

TRADEMARK
REEL: 002074 FRAME: 0981

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALLOWAY'S CORNELIUS, INC.**



The undersigned, on behalf of Calloway's Cornelius, Inc., a Texas corporation (the "**Corporation**"), does hereby adopt the following Articles of Amendment to Articles of Incorporation of such Corporation:

ARTICLE I

The name of the Corporation is "Calloway's Cornelius, Inc."

ARTICLE II

The Corporation's Articles of Incorporation are amended by deleting in its entirety the existing ARTICLE I, of the Articles of Incorporation and inserting in lieu thereof a new ARTICLE I, reading as follows:

"The name of the corporation is Cornelius Nurseries, Inc. (the "**Corporation**")."

ARTICLE III

These Articles of Amendment to Articles of Incorporation of the Corporation were duly adopted by the shareholders of the Corporation on September 21, 1999.

ARTICLE IV

The Corporation has outstanding 100 shares of its common stock, \$0.01 par value (the "**Common Stock**"), and such 100 shares of Common Stock are the only shares of capital stock of the Corporation that were entitled to vote with respect to the adoption of these Articles of Amendment to Articles of Incorporation of the Corporation.

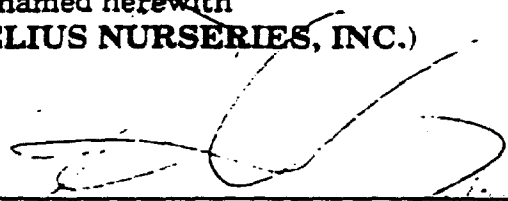
ARTICLE V

These Articles of Amendment to Articles of Incorporation of the Corporation were adopted by unanimous written consent of the Corporation's shareholders in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act (the "**TBCA**"). No written notice to shareholders is required by Article 9.10.A.(4) of the TBCA.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation of the Corporation to be signed by the undersigned officer as of September 21, 1999.

CALLOWAY'S CORNELIUS, INC.
(to be renamed herewith
CORNELIUS NURSERIES, INC.)

By: 
Name: James C. Estill
Title: President