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Conveyance Type

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- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
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- Change of Name
- Other _____

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- Individual General Partnership Limited Partnership Corporation Association
- Other
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19/13/2000 MTHA11 00000231 1367978

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Trademark Application Number(s)

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

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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.

Randel S. Springer


Signature

August 2, 2000

Name of Person Signing

Date Signed

ARTICLES OF MERGER OF
FINE LAWN RESEARCH, INC.
INTO
E.F. BURLINGHAM & SONS

RECEIVED & FILED
Ch. 5700
Nov 24 11 46 AM '99
JOHN Y. BROWN, III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
John Y. Brown, III

Pursuant to Sections 271B.11-040, 271B.11-050 and 271B.11-070 of the Kentucky Business Corporation Act ("KBCA"), E.F. Burlingham & Sons, an Oregon corporation, hereby submits these Articles of Merger for the purpose of merging Fine Lawn Research, Inc., a Kentucky corporation and wholly-owned subsidiary of E.F. Burlingham & Sons, into E.F. Burlingham & Sons.

ARTICLE I
Plan of Merger

The following Plan of Merger was duly approved on November 15, 1999, in the manner prescribed by law with respect to each of the corporations participating in the Merger:

Prepared

Section 1. Names. The name of the subsidiary corporation and merging corporation is Fine Lawn Research, Inc., a Kentucky corporation (the "Subsidiary Corporation"). The name of the parent corporation and surviving corporation is E.F. Burlingham & Sons, an Oregon corporation (the "Parent Corporation").

Section 2. Effective Time of Merger. The effective time of the merger shall be November 29, 1999 at 11:58 p.m. E.S.T. (the "Effective Time").

Section 3. Merger. The Subsidiary Corporation shall be merged with and into the Parent Corporation and the Parent Corporation shall be the surviving corporation.

Section 4. Conversion of Outstanding Stock. Each share of capital stock of the Subsidiary Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, automatically by virtue of the Merger and without any action on the part of the holder thereof, be canceled and shall cease to exist. The shares of capital stock of the Surviving Corporation shall continue to be outstanding without change.

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Section 5. Effects of Merger. The merger shall have the effects set forth in Section 271B.11-060 of the Kentucky Business Corporation Act.

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MARILYN K. ROUSE, CLERK
1300 pd

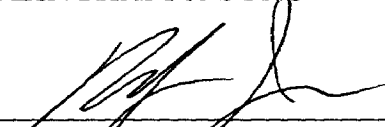
ARTICLE II
Shareholder Approval

The Parent Corporation owns 100% of the outstanding shares of each class of the Subsidiary Corporation's stock. In accordance with Section 27B.11-040 of the KBCA and Section 60.491 of the Oregon Business Corporation Act, shareholder approval of the Plan of Merger by either corporation party to the merger is not required.

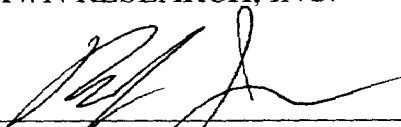
[Signature Page to Follow]

The undersigned declare the facts herein stated are true as of the 15th day of November, 1999.

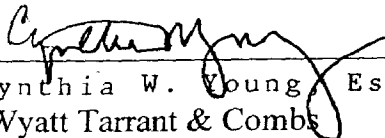
E.F. BURLINGHAM & SONS

By: 
Name: Randy Ingram
Title: President

FINE LAWN RESEARCH, INC.

By: 
Name: Randy Ingram
Title: President

This instrument prepared by:


Cynthia W. Young Esquire
Wyatt Tarrant & Combs
2500 Citizens Plaza
500 West Jefferson Street
Louisville, Kentucky 40202-2898
Telephone: 502-562-7292

**PLAN OF MERGER OF
FINE LAWN RESEARCH, INC.
INTO
E.F. BURLINGHAM & SONS**

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