

12-03-2001



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11-7200

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

NOV 2 2001

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  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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11/30/2001 LMUELLER 00000128 1928560  
01 FC:481 40.00 CP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, WASHINGTON, DC 20231  
REEL: 002400 FRAME: 0937

**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="1,928,560"/>	<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"/>	<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: #

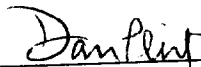
Authorization to charge additional fees: Yes  No

**Statement and Signature**

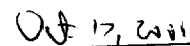
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein. (DAN Pleitz)



Name of Person Signing



Signature



Date Signed

State of Delaware  
Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EASY GARDENER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EASY GARDENER ACQUISITION CORP." TO "EASY GARDENER, INC.", FILED THE EIGHTE DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

2408638 81008  
010117111



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

DATE: 03-08-01

RECEIVED TIME MAR.14. 2:49PM

PRINT TIME MAR.14. 2:51PM

TRADEMARK  
REEL: 002400 FRAME: 0939

CERTIFICATE OF OWNERSHIP AND MERGER

OF

EMERALD PRODUCTS CORP.

INTO

EASY GARDENER, INC.

Adopted in accordance with the provisions of Section 253 of the Delaware General Corporation Law

EASY GARDENER, INC., a Delaware corporation, desiring to merge with EMERALD PRODUCTS CORP., a Delaware corporation, pursuant to the provisions of Section 253 of the Delaware General Corporation Law, hereby certifies as follows:

1. EASY GARDENER, INC. is a corporation formed under the laws of the State of Delaware (the "Corporation").

2. The Corporation is the owner of all of the outstanding shares of each class of stock of EMERALD PRODUCTS CORP., a corporation formed under the laws of the State of Delaware (the "Subsidiary").

3. On October 6, 1997, the Board of Directors of the Corporation and the sole stockholder of the Corporation adopted the following resolutions to merge the Subsidiary into the Corporation:

21773

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/06/1997  
971336197 - 2408638

RECEIVED TIME MAR. 14. 2:45PM

PRINT TIME MAR. 14. 2:52PM

TRADEMARK  
REEL: 002400 FRAME: 0940

"WHEREAS, the Corporation owns 100% of the issued and outstanding common stock of EMERALD PRODUCTS CORP., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is in the best interests of the Corporation to enter into an Agreement and Plan of Merger with the Subsidiary providing for the merger of the Subsidiary with and into the Corporation in order that all the estate, property, rights, privileges and franchises of the Subsidiary shall vest in and be possessed by the Corporation;

NOW, THEREFORE, be it:

RESOLVED, that the Board of Directors of the Corporation hereby approves and adopts the following Plan of Merger (the "Plan") between the Corporation and the Subsidiary:

1. The name of the corporation proposing to merge is EMERALD PRODUCTS CORP. (the "Subsidiary") and the name of the surviving corporation is EASY GARDENER, INC. ("EGAC").
2. The Subsidiary shall merge into EGAC and upon the effective date of such merger the Subsidiary shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Delaware. EGAC shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Subsidiary and shall assume and be liable for all of the debts and liabilities, if any, of the Subsidiary.
3. The shares of the Subsidiary shall not be converted as a result of the merger, but shall be cancelled, and the authorized capital stock of EGAC shall be and remain the same as before the merger.

and further

RESOLVED, that any Vice President of the Corporation is hereby authorized to execute, in the name of the Corporation, a Certificate of Ownership and Merger, and to file such Certificate in the Office of the Secretary of State of the State of Delaware, and to do all the other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions."

1770.1

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IN WITNESS WHEREOF, EASY GARDENER, INC. has caused this Certificate to be executed by its Vice President thereunto duly authorized this 6th day of October, 1997.

EASY GARDENER, INC.  
(a Delaware corporation)

By: /s/ Robert L. Kassel  
Name: Robert L. Kassel  
Title: Vice President

11731

TOTAL P.04

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RECORDED: 11/29/2001

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REEL: 002400 FRAME: 0942