

04-04-2002

WENMM-1594 (05/01)

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

First Lafayette Acquisition, L.L.C.

3.6.02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other: Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: Victoreen L.L.C.

Internal Address:

Street Address: 6045 Cochran Road

City: Cleveland State: Ohio Zip: 44139

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other: Limited Liability Company

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, Merger, Security Agreement, Change of Name, Other

Execution Date: January 22, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,169,116; 1,147,704; 1,169,961; 1,263,052; 898,820; 1,260,406; 1,326,435; 2,333,598; 2,312,804; 1,988,498; 1,168,119; 1,263,052; 1,273,371; 928,253; 1,168,119

Additional number(s) attached Yes No

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

Name: Christopher A. Brown

Internal Address: Woodard, Emhardt, Naughton,

Moriarty & McNett, Suite 3700

Street Address: Bank One Tower, 111 Monument Circle

City: Indianapolis State: Indiana Zip: 46204-5137

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 3.41) \$ 600.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

CHRISTOPHER A. BROWN Name of Person Signing

Christopher A. Brown Signature

March 2002 Date

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

Main documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/03/2002 TBI AZ1 00000192 1169116

01 FC:481 40.00 OP 02 FC:482 350.00 OP

Refund Ref: 04/03/2002 TBI AZ1 0000113617

CHECK Refund Total: 810.00

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State of Delaware  
Office of the Secretary of State PAGE 1

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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 "VICTOREEN, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FIRST LAFAYETTE ACQUISITION, LLC" TO "VICTOREEN, LLC", FILED THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1998, 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 LIMITED LIABILITY COMPANY.



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

2833624 8100H

AUTHENTICATION: 1321061

010428935

DATE: 08-29-01

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REEL: 002474 FRAME: 0757

**CERTIFICATE OF FORMATION**  
**OF**  
**FIRST LAFAYETTE ACQUISITION, LLC**

For use by Domestic Limited  
Liability Companies

**ARTICLE I**  
**NAME**

The name of the limited liability company is:

**FIRST LAFAYETTE ACQUISITION, LLC.**

**ARTICLE II**  
**PURPOSE**

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Delaware.

**ARTICLE III**  
**DURATION**

The maximum duration of the limited liability company is perpetual.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The mailing and street address of the registered office is Corporate Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801. The name of the resident agent at the registered office is The Corporation Trust Company.

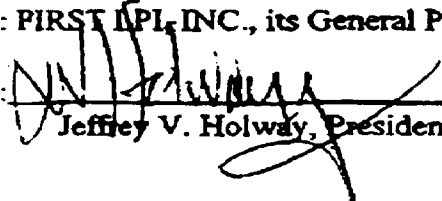
**ARTICLE V  
MANAGEMENT**

The Company shall be managed by Managers who shall be designated as Chief Executive Officer/President, Vice-President, and Chief Financial Officer/Treasurer by the Members from time-to-time pursuant to the Operating Agreement (the limited liability company agreement).

Signed this 15<sup>th</sup> day of December, 1997.

By: FIRST LAFAYETTE HOLDINGS, L.P.

By: FIRST LPL, INC., its General Partner

By:   
Jeffrey V. Holway, President

Name of Person or Organization Remitting Fees: Miller, Johnson, Snell & Cummiskey, P.L.C.

Preparer's Name and Business Telephone Number: John M. Sommerdyke, (616) 831-1700

CERTIFICATE OF AMENDMENT  
OF  
FIRST LAFAYETTE ACQUISITION, LLC

1. The name of the limited liability company is First Lafayette Acquisition, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended

as follows:

Article I is hereby amended in its entirety to read:

ARTICLE I

The name of the company is Victoreen, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment  
of First Lafayette Acquisition, LLC this 22<sup>nd</sup> day of January, 1998.



Herbert A. Hoebel, President and Manager