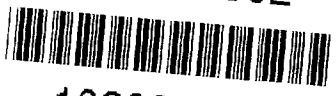


4/30/02

05-10-2002

SUBSTITUTE FORM PTO 1594
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102085523

To the Honorable Commissioner of Patents and Trademarks

Attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Becker-Underwood, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Iowa <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Becker-Underwood, Inc. 801 Dayton Avenue Ames, Iowa 50010</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>August 29, 2000</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): SEE SCHEDULE A B. Trademark Reg. No.(s): SEE SCHEDULE A</p> <p>Additional numbers attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
---	--

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Harriet E. Perkins, Esq. Drinker Biddle & Reath LLP One Logan Square 18th and Cherry Streets Philadelphia, PA 19103-6996</p> <p>Attorney Docket No. <u>135419 (5786-G)</u></p>	<p>6. Total number of applications and registrations involved: <u>32</u></p> <p>7. Total fee (37 CFR 3.41) \$815.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number:</p>
---	--

DO NOT USE THIS SPACE

9. 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.

<p><u>HARRIET E. PERKINS</u> Name of Person Signing</p>	<p><u><i>Harriet E. Perkins</i></u> Signature</p>	<p><u>April 22, 2002</u> Date</p>
---	---	---------------------------------------

Total number of pages including cover sheet, attachments and document: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

OFFICE OF PUBLIC RECORDS
2002 APR 30 AM 8:31
FINANCE SECTION

(05/09/2002 APPROVED: 00000157 1487008
01 FE:481 40.00 CP
02 FE:482 775.00 BP)

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUED</u>
TURF MARK	1,485,008	04/19/88
BAS-OIL	1,507,739	10/11/88
MULCH MAGIC	1,549,711	08/01/89
WSP	1,847,165	07/26/94
SECOND HARVEST	1,803,367	11/09/93
DEFINE	1,914,397	08/29/95
CUSHIONFALL	2,014,275	11/05/96
DIRECTION	2,039,732	02/25/97
AGMARK	830,460	06/20/67
LINEMAN	2,142,443	03/10/98
GIN MARK	2,219,995	01/26/99
BIOGAIN	2,215,885	01/05/99
LAKEPAK	2,167,525	06/23/98
REFLECTION	2,371,456	07/25/00
GREEN LAWNGER	2,270,364	08/17/99
RHIZANOVA	2,284,861	10/12/99
TERMITAFOAM	2,424,414	01/30/01
ROCK MAGIC	2,302,010	12/21/99
ADMIRAL	2,453,638	05/22/01
BECKER UNDERWOOD	2,390,972	10/03/00
SEQUESTRENE	833,167	08/08/67
SPRINT	1,583,191	02/20/90
VIGAROOT	2,343,447	04/18/00
TREE GUARD	2,459,649	06/12/01
SAHARA	2,484,798	09/04/01
VISOR	2,533,657	01/29/02
TREE TRACER	2,526,099	01/01/02
CANTEEN	2,030,102	01/14/97
SECOND HARVESTER	2,228,085	03/02/99

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILED</u>
THE COLOR OF INNOVATION	75/540,513	08/21/98
DISCREET	76/028,646	04/18/00
BARK-ODE	76/050,695	05/17/00

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BECKER-UNDERWOOD, INC.", A IOWA CORPORATION,

WITH AND INTO "BECKER-UNDERWOOD, INC." UNDER THE NAME OF "BECKER-UNDERWOOD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 1:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0667907

DATE: 09-11-00

3256794 8100M

001457599

TRADEMARK

REEL: 002503 FRAME: 0142

8-29-00

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BECKER-UNDERWOOD, INC.,
an Iowa corporation

WITH AND INTO

BECKER-UNDERWOOD, INC.,
a Delaware corporation

Pursuant to Section 253 of the
General Corporation of Law of the State of Delaware

Becker-Underwood, Inc., an Iowa corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of the Corporation with and into Becker-Underwood, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Subsidiary"), with Subsidiary remaining as the surviving corporation (the "Surviving Corporation"):

FIRST: The Corporation is incorporated pursuant to the Iowa Business Corporation Act (Chapter 490) (the "IBCA"). Subsidiary is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: The Corporation owns at least 90% of the outstanding shares of each class of capital stock of Subsidiary.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted on August 24, 2000, determined to merge the Corporation with and into Subsidiary pursuant to Section 253 of the DGCL and Sections 1101 and 1107 of the IBCA:

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Corporation and its stockholders that the Corporation

be merged with and into the Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and pursuant to Sections 1101 and 1107 of the IBCA.

NOW THEREFORE, BE IT

RESOLVED, that the Corporation be merged (the "Merger") with and into the Subsidiary (the "Surviving Corporation") effective as of August 29, 2000 (the "Effective Date"), and that from and after the Effective Date, the Surviving Corporation shall possess all of the property, rights, privileges and other assets, and shall possess all of the obligations of, each of the Corporation and the Subsidiary; and be it further

RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to make, execute and acknowledge, in the name of and on behalf of the Corporation, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the offices of the Secretary of State of the State of Iowa, the Secretary of the State of Delaware, and to do all other acts and things that may be necessary, appropriate, convenient or proper to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and be it further

RESOLVED, that on the Effective Date, each issued and outstanding share of the common stock of the Corporation shall, by virtue of the Merger and without any further action on the part of the Corporation or the Subsidiary or any holder thereof, be converted into one (1) validly issued, fully-paid and non-assessable share of common stock, par value \$0.0001 per share, of the Surviving Corporation and shall constitute the only outstanding shares of capital stock of the Surviving Corporation; and be it further

RESOLVED, that on the Effective Date, each share of the Subsidiary held by the Corporation immediately prior to the Effective Date shall, by virtue of the Merger and without any further action on the part of the Corporation or the Subsidiary or any holder thereof, be canceled, retired and cease to exist, and no consideration shall be delivered with respect thereto; and be it further

RESOLVED, that on and after the Effective Date, the certificate of incorporation and the bylaws of the Subsidiary as in effect immediately prior to the Effective Date shall be the certificate of incorporation and the bylaws of the Surviving Corporation, until thereafter changed or amended as provided therein or by applicable law; and be it further

RESOLVED, that prior to the filing of the Certificate of Ownership and Merger with the Secretary of the State of Delaware to

effectuate the Merger, the Board of Directors of the Corporation may either amend the terms of the Merger or terminate the merger altogether as permitted under Section 253(c) of the DGCL; and be it further

RESOLVED, that the Stockholders, pursuant to Section 706 of the IBCA, hereby waive any notice of the Merger as required by Section 705 of the IBCA or the bylaws or articles of incorporation of the Corporation; and be it further

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take or cause to be taken all such action, to execute and deliver or cause to be executed and delivered all such further agreements, certificates, instruments and documents, to make or cause to be made all such filings with governmental or regulatory authorities and to pay or cause to be paid all such fees and expenses, in each case which shall in such officer's judgment be deemed necessary, proper or advisable, such determination to be evidenced conclusively by such officer's execution and delivery thereof or taking of action in respect thereto; and be it further

RESOLVED, that the Board of Directors and all stockholders of the Corporation hereby approve, ratify and confirm all actions heretofore taken by the officers of the Corporation in connection with the foregoing resolutions.

FOURTH: All of the stockholders of the Corporation duly approved the Merger in the resolutions adopted by its Board of Directors on August 24, 2000 pursuant to and in accordance with Sections 228 and 253(a) of the DGCL and Sections 704 and 1103 of the IBCA.

FIFTH: As described in this Certificate of Ownership and Merger, the Corporation has adopted, approved, certified, executed and acknowledged the Merger in accordance with the IBCA.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of August, 2000.

BECKER-UNDERWOOD, INC., an Iowa corporation

By: 

Name: Roger E. Underwood

Title: President and Treasurer

741246.01