

05-20-2002



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

102095492

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

1. Name of conveying party(ies):

Sirius Enterprises, Inc.

5-10-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Washington
- Other _____

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

2. Name and address of receiving party(ies)

Name: Evergreen Wholesale Florist, Inc.

Internal Address: _____

Street Address: 1255 Harrison Street

City: Seattle State: WA Zip: 98109

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Washington
- Other _____

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: 4/2/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1927443, 1488037, 1406762, 1556326,
1728814, 1931779, 2469975, 2485264

Additional number(s) attached Yes No

2496189

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

Name: Gary E. Hood, Esq.

Internal Address: Gordon, Thomas, Honeywell,
Malanca, Peterson & Daheim, LLP

Street Address: 1201 Pacific Avenue, Ste. 2200
Suite 2200

City: Tacoma State: WA Zip: 98402

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 360.00

- 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.

Frank Verkerk

Name of Person Signing

Frank Verkerk
Signature

April 2, 2002

Date

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

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

05/17/2002 LNUELLER 00000173 1927443

01 FC:481
02 FC:482

40.00 OP
200.00 OP

Refund Ref: 05/17/2002 LNUELLER 0000117816

CHECK Refund Total: \$120.00

TRADEMARK
REEL: 002509 FRAME: 0080

STATE of WASHINGTON



SECRETARY of STATE

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF MERGER

to

EVERGREEN WHOLESALE FLORIST, INC.

a Washington Profit Corporation. Articles of Merger were filed for record in this office
on the date indicated below.

**Merging SIRIUS ENTERPRISES, INC. into
EVERGREEN WHOLESALE FLORIST, INC.**

UBI Number: 602 081 662

Date: April 10, 2002



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
APR 10 2002
STATE OF WASHINGTON

ARTICLES OF MERGER

Pursuant to the provisions of the Washington Business Corporation Act, RCW Chapter 23B.11, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging SIRIUS ENTERPRISES, INC., a Washington corporation doing business as Great American Herb Company ("Sirius"), into EVERGREEN WHOLESALE FLORIST, INC., a Washington corporation ("Surviving Corporation").

ARTICLE I

The Agreement and Plan of Merger, pursuant to which Sirius is to be merged into Surviving Corporation ("Merger") is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II

The Merger was duly approved by the board of directors of both Sirius and Surviving Corporation, and the shareholders of Sirius pursuant to RCW 23B.11.030 on MARCH 29, 2002.

DATED this 2ND day of APRIL, 2002.

EVERGREEN WHOLESALE FLORIST,
INC., a Washington corporation

By _____

Simon Lai
Its President

EXHIBIT A

(attached)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into this 31st day of March, 2002, by and between EVERGREEN WHOLESALE FLORIST, INC., a Washington corporation ("Surviving Corporation") and SIRIUS ENTERPRISES, INC., a Washington corporation doing business as Great American Herb Company ("Sirius").

RECITALS

A. Surviving Corporation is a Corporation organized and existing under the laws of the State of Washington, and has authorized capital stock consisting of one million (1,000,000) preferred shares and one million (1,000,000) common shares, of which fifty thousand (50,000) Series A preferred shares are issued and outstanding and fifty thousand (50,000) common shares are issues and outstanding.

B. Sirius Corporation is a Corporation organized and existing under the laws of the State of Washington, and has authorized capital stock consisting of fifty thousand (50,000) common shares, of which twenty-one thousand nine hundred ninety-nine (21,999) are issued and outstanding.

C. The respective Boards of Directors of Surviving Corporation and Sirius have reviewed this Agreement and Plan of Merger and deem it advisable and in the best interest of both corporations for Sirius to be merged with and into Surviving Corporation, in a transaction described in Internal Revenue Code § 368(a)(1)(A).

D. The Board of Directors of Sirius has submitted this Agreement and Plan of Merger to the Shareholders of Sirius and recommend that the Shareholders approve the Agreement and Plan of Merger pursuant to RCW 23B.11.030

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Surviving Corporation and Sirius hereby agree to the following Agreement and Plan of Merger:

ARTICLE 1

1.1. The Merger - Constituent Corporations. On the effective date of the merger, Sirius will merge with and into Surviving Corporation (the "Merger"). Surviving Corporation will be the surviving corporation.

1.2. Effective Date. The Effective Date of the Merger shall be the date upon which the Articles of Merger are filed with the Secretary of State of Washington.

1.3. Rights and Obligations of the Constituent Corporations. Upon the Effective Date of the Merger:

- (a) the separate corporate existence of Sirius will cease;

- (b) title to all property owned by Sirius and Surviving Corporation shall be vested in Surviving Corporation without reversion or impairment;
- (c) title to all equipment listed on Exhibit A and owned by Sirius shall transfer to Surviving Corporation pursuant to the Bill of Sale attached hereto as Exhibit B;
- (d) Surviving Corporation shall have all liabilities of Sirius; and
- (e) any proceeding pending by or against Sirius may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Sirius.

1.4. Registered Office and Agent. The address of the registered office of the Surviving Corporation shall be 1201 Pacific Avenue, Suite 2200, Tacoma, WA 98402, and the agent for service of process at that address shall be T. Lee Humphreys.

1.5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Surviving Corporation, with the following amendment:

- (a) Article 1, name, shall be revised as follows: The name of this corporation is Evergreen Wholesale, Inc.

ARTICLE 2

Manner and Basis of Converting Shares. As of the Effective Date of the Merger:

(a) Each outstanding share of Sirius common stock shall be converted into 1.41176470588 Surviving Corporation common shares.

(b) The outstanding shares of Surviving Corporation held by Sirius, if any, will be extinguished.

(c) On the effective date of the merger, each Shareholder of Sirius shall surrender any and all certificates representing common shares in Sirius to the Surviving Corporation, or its appointed agent, in such manner as Surviving Corporation legally shall require. Upon receipt of such certificates, Surviving Corporation shall issue in exchange therefor a certificate for the equivalent number of common shares in the Surviving Corporation.

(d) Shareholders shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation that may have been declared and paid (or not paid) between the Effective Date of the merger and the issuance of such shareholder of the certificate of such common stock.

(e) All certificates issued by Surviving Corporation shall bear the following restrictive legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER THE SECURITIES ACT OF WASHINGTON, AND MAY NOT BE OFFERED FOR SALE, SOLD, ASSIGNED, TRANSFERRED OR PLEDGED TO ANY PERSON WITHOUT AN OPINION OF COUNSEL TO THE CORPORATION THAT SUCH OFFER, SALE, ASSIGNMENT OR TRANSFER WILL NOT RESULT IN THE VIOLATION OF ANY STATE OR FEDERAL SECURITIES LAW.

THE SALE, ASSIGNMENT, TRANSFER, OR OTHER DISPOSITION OF THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTIONS UNDER A SHAREHOLDERS' AGREEMENT, A COPY OF WHICH IS ON FILE WITH THE COMPANY AND AVAILABLE UPON REQUEST.

ARTICLE 3

3.1 Shareholders' Approval. Following recommendation by the Board of Directors of Sirius, this Agreement shall be submitted to the shareholders of Sirius for their approval in the manner provided under RCW 23B.11.030, and this Agreement shall not become effective until approved by two-thirds (2/3) of the shares entitled to vote thereon of Sirius.

3.2 Articles of Merger. The parties hereto intent to conform to all state law merger requirements set forth in Chapter 23B.11 RCW, and to that end, Surviving Corporation will file Articles of Merger with the Secretary of State for the state of Washington pursuant to RCW 23B.11.050

ARTICLE 4

4.1. Termination of Merger. The Merger may be abandoned at any time prior to the filing of Articles of Merger, upon a vote of a majority of the Board of Directors of either Surviving Corporation and Sirius. If the Merger is terminated, there shall be no liability on the part of either corporation, their respective Board of Directors, or Shareholders.

4.2 Entire Agreement. This Agreement and Plan of Merger represents the entire agreement of the parties hereto. There are no other agreements or terms that form a part of the basis of this Agreement, and all prior communications, correspondence, and negotiations are merged with and into this Agreement and Plan of Merger.

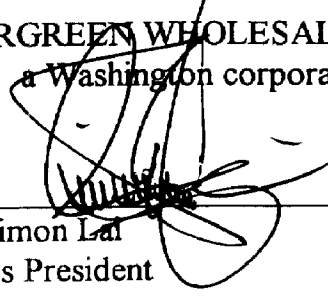
4.3. Jurisdiction and Venue. The laws of the State of Washington shall govern this Agreement and Plan of Merger, and the Surviving Corporation. Any action arising hereunder shall be brought in King County in any court having jurisdiction of the subject matter. The prevailing party in any judicial action shall be entitled to reasonable attorney's fees as the court shall award.

4.4 Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been adopted by the undersigned as of the date first above written.

SURVIVING CORPORATION:

EVERGREEN WHOLESALE FLORIST,
INC., a Washington corporation

By  _____
Simon Lai
Its President

SIRIUS:

SIRIUS ENTERPRISES, INC., a Washington
corporation

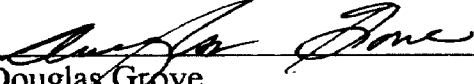
By  _____
Douglas Grove
Its President

EXHIBIT A

(attached)

Sirius Enterprises, Inc
Depreciation Expense (Depreciation)
GAAP

For the Period January 1, 2001 to December 31, 2001

Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE					
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A	Net Additions Deletions	Ending Accum Depr	
<i>Division: 40-Machinery and Equipment</i>											
1020	Lateral File Cab 07/11/1986	SL100FM	5 0	425	0	425	0	0	0	425	
1022	Lateral File Cab 07/02/1986	SL100FM	5 0	850	0	850	0	0	0	850	
1027	Cannon calculator 07/22/1986	SL100FM	5 0	170	0	170	0	0	0	170	
1031	Desk 07/29/1986	SL100FM	5 0	498	0	498	0	0	0	498	
1032	Canon Calculator 07/29/1986	SL100FM	5 0	179	0	179	0	0	0	179	
1035	Slaplers 11/13/1986	SL100FM	5 0	1,373	0	1,373	0	0	0	1,373	
1036	Tables 11/26/1986	SL100FM	5 0	547	0	547	0	0	0	547	
1038	Office Chair 12/12/1986	SL100FM	5 0	342	0	342	0	0	0	342	
1044	Racks, Shelving 11/01/1986	SL100FM	5 0	5,515	0	5,515	0	0	0	5,515	
1045	Lateral File 07/29/1986	SL100FM	5 0	425	0	425	0	0	0	425	
1046	Blk Wall Chair 08/12/1986	SL100FM	5 0	116	0	116	0	0	0	116	
1052	Lateral file 08/31/1986	SL100FM	5 0	425	0	425	0	0	0	425	
1053	Lateral file 08/31/1986	SL100FM	5 0	425	0	425	0	0	0	425	
1054	Lateral file 09/15/1986	SL100FM	5 0	425	0	425	0	0	0	425	
10056	Racks, shelving 12/01/1986	SL100FM	5 0	11,275	0	11,275	0	0	0	11,275	
10060	Ladder 02/01/1987	MC200AHY	7 0	712	0	712	0	0	0	712	
10062	Tables 03/01/1987	MC200AHY	7 0	334	0	334	0	0	0	334	
10066	Tables 03/01/1987	MC200AHY	7 0	1,180	0	1,180	0	0	0	1,180	
10077	Typewriter 06/01/1987	MC200AHY	7 0	667	0	667	0	0	0	667	
10078	Office Equip 06/01/1987	MC200AHY	7 0	2,911	0	2,911	0	0	0	2,911	
10080	Office Equip-EMP 06/01/1987	MC200AHY	7 0	272	0	272	0	0	0	272	
10081	North Steel Shel 06/01/1987	MC200AHY	7 0	3,785	0	3,785	0	0	0	3,785	
10083	Office furniture 07/01/1987	MC200AHY	7 0	1,173	0	1,173	0	0	0	1,173	
10085	Desk 07/01/1987	MC200AHY	7 0	108	0	108	0	0	0	108	
10087	Shelving 07/01/1987	MC200AHY	7 0	3,108	0	3,108	0	0	0	3,108	
10088	Northern Steel 08/01/1987	MC200AHY	7 0	20,234	0	20,234	0	0	0	20,234	
10091	HON Files 08/01/1987	MC200AHY	7 0	1,613	0	1,613	0	0	0	1,613	
10092	08/01/1987	MC200AHY	7 0	6,425	0	6,425	0	0	0	6,425	
10094	Scale 10/01/1987	MC200AHY	7 0	196	0	196	0	0	0	196	
10095	Filling machine 01/01/1987	MC200AHY	7 0	1,995	0	1,995	0	0	0	1,995	
10096	01/01/1987	MC200AHY	7 0	1,800	0	1,800	0	0	0	1,800	
10098	Computer hardware 06/01/1987	MC200AHY	5 0	109,661	0	109,661	0	0	0	109,661	
10099	Inventory picker 09/01/1987	MC200AHY	7 0	4,870	0	4,870	0	0	0	4,870	

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Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE					
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A	Net Additions Deletions	Ending Accum Depr	
<i>vision: 40-Machinery and Equipment</i>											
J104	Strapping machine										
	04/30/1988	MC200AHY	7 0	2,900	0	2,900	0	0	0	2,900	
J105	Computer hardware										
	05/31/1988	MC200AHY	5 0	9,276	0	9,276	0	0	0	9,276	
J106	Electric stapler										
	05/31/1988	MC200AHY	5 0	595	0	595	0	0	0	595	
J107	Office cabinets										
	04/30/1988	MC200AHY	7 0	1,830	0	1,830	0	0	0	1,830	
J109	Sales tax on ori										
	09/30/1988	MC200AHY	5 0	7,002	0	7,002	0	0	0	7,002	
J115	File cabinet										
	05/01/1989	MC200AHY	7 0	675	0	675	0	0	0	675	
J116	Scales										
	05/01/1989	MC200AHY	7 0	528	0	528	0	0	0	528	
J117	Office furniture										
	05/01/1989	MC200AHY	7 0	1,839	0	1,839	0	0	0	1,839	
J118	Bookcase										
	05/01/1989	MC200AHY	7 0	166	0	166	0	0	0	166	
J120	File										
	05/01/1989	MC200AHY	7 0	538	0	538	0	0	0	538	
J121	Computer work st										
	05/01/1989	MC200AHY	7 0	312	0	312	0	0	0	312	
J122	Bookcase										
	05/01/1989	MC200AHY	7 0	167	0	167	0	0	0	167	
J123	Computer package										
	05/01/1989	MC200AHY	5 0	3,406	0	3,406	0	0	0	3,406	
J124	Computer package										
	05/01/1989	MC200AHY	5 0	4,794	0	4,794	0	0	0	4,794	
J125	Table and armchair										
	06/01/1989	MC200AHY	7 0	1,022	0	1,022	0	0	0	1,022	
J126	2 Storage cabinets										
	06/01/1989	MC200AHY	7 0	562	0	562	0	0	0	562	
J127	XXXXXXXXXXXXXXXXXXXX										
	XXXXXXXXXXXXXXXXXXXX	MC200AHY	7 0	6,402	0	6,402	0	0	0	6,402	
J128	Strapping machine										
	06/01/1989	MC200AHY	7 0	357	0	357	0	0	0	357	
J130	File										
	07/01/1989	MC200AHY	7 0	269	0	269	0	0	0	269	
J131	XXXXXXXXXXXXXXXXXXXX										
	XXXXXXXXXXXXXXXXXXXX	MC200AHY	7 0	6,512	0	6,512	0	0	0	6,512	
J132	XXXXXXXXXXXXXXXXXXXX										
	07/01/1989	MC200AHY	7 0	2,253	0	2,253	0	0	0	2,253	
J133	Disc drive										
	07/01/1989	MC200AHY	5 0	1,530	0	1,530	0	0	0	1,530	
J134	Custom mural										
	08/01/1989	MC200AHY	7 0	1,764	0	1,764	0	0	0	1,764	
J135	Scales										
	08/01/1989	MC200AHY	7 0	1,455	0	1,455	0	0	0	1,455	
J137	Cell phone										
	09/01/1989	MC200AHY	7 0	861	0	861	0	0	0	861	
J138	Desk										
	09/01/1989	MC200AHY	7 0	204	0	204	0	0	0	204	
J139	Service carts										
	09/01/1989	MC200AHY	7 0	649	0	649	0	0	0	649	
J142	File										
	09/01/1989	MC200AHY	7 0	119	0	119	0	0	0	119	
J143	Plate 36X48"										
	09/01/1989	MC200AHY	7 0	295	0	295	0	0	0	295	
J144	Computer equipment										
	11/01/1989	MC200AHY	5 0	153	0	153	0	0	0	153	
J145	File										
	11/01/1989	MC200AHY	7 0	119	0	119	0	0	0	119	
J147	Oak desk										
	01/01/1990	MC200AHY	7 0	216	0	216	0	0	0	216	
J148	Terminal										
	01/01/1990	MC200AHY	5 0	350	0	350	0	0	0	350	
J149	Furniture package										
	01/01/1990	MC200AHY	7 0	2,415	0	2,415	0	0	0	2,415	
J150	Keyhole cutter										
	01/01/1990	MC200AHY	7 0	273	0	273	0	0	0	273	
J152	Lateral files										
	02/01/1990	MC200AHY	7 0	750	0	750	0	0	0	750	

Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE				
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A	Net Additions Deletions	Ending Accum Depr
<i>vision: 40-Machinery and Equipment</i>										
10153	Pitney bowes fax									
	02/01/1990	MC200AHY	5 0	958	0	958	0	0	0	958
10154	Hard drive									
	02/01/1990	MC200AHY	5 0	382	0	382	0	0	0	382
10156	Label machine/printer									
	09/01/1990	MC200AHY	5 0	3,339	0	3,339	0	0	0	3,339
10157	Single lane conveyer									
	03/07/1991	MC200AHY	5 0	4,544	0	4,544	0	0	0	4,544
10158	Automatic hopper									
	02/22/1991	MC200AHY	5 0	26,983	0	26,983	0	0	0	26,983
10159	Labeler									
	03/01/1991	MC200AHY	5 0	7,564	0	7,564	0	0	0	7,564
10160	Time clock									
	07/26/1991	MC200AHY	7 0	642	0	642	0	0	0	642
10161	Air compressor									
	04/01/1991	MC200AHY	5 0	537	0	537	0	0	0	537
10162	Shipping system									
	02/26/1991	MC200AHY	5 0	4,539	0	4,539	0	0	0	4,539
10163	Kurata fax machine									
	10/10/1991	MC200AHY	5 0	500	0	500	0	0	0	500
10164	PC and printer									
	05/21/1991	MC200AHY	5 0	4,293	0	4,293	0	0	0	4,293
10165	Xerox (buyout)									
	07/01/1991	MC200AHY	5 0	463	0	463	0	0	0	463
10167	Desk & Credenza									
	12/31/1991	MC200AHY	7 0	1,263	0	1,263	0	0	0	1,263
10168	PB Mailing machine/scale									
	10/28/1991	MC200AHY	7 0	3,748	0	3,748	0	0	0	3,748
10169	Labeler									
	10/31/1991	MC200AHY	5 0	998	0	998	0	0	0	998
10170	Printer									
	12/06/1991	MC200AHY	5 0	2,445	0	2,445	0	0	0	2,445
10171	Sealing tools									
	01/22/1992	MC200AMQ	5 0	1,303	0	1,303	0	0	0	1,303
10172	Tape B/U & Controller									
	01/28/1992	MC200AMQ	5 0	3,384	0	3,384	0	0	0	3,384
10173	Desk & file cabinet									
	02/28/1992	MC200AMQ	5 0	324	0	324	0	0	0	324
10174	Scales									
	10/12/1992	MC200AMQ	5 0	519	0	519	0	0	0	519
10175	Hot pot/mold									
	10/22/1992	MC200AMQ	5 0	2,450	0	2,450	0	0	0	2,450
10176	89 Dodge pickup/canopy									
	11/12/1992	MC200AMQ	5 0	6,000	0	6,000	0	0	0	6,000
10177	Disk drive									
	11/30/1992	MC200AMQ	5 0	1,972	0	1,972	0	0	0	1,972
10178	Shelving									
	12/01/1992	MC200AMQ	5 0	2,487	0	2,487	0	0	0	2,487
10179	Storage racks									
	01/15/1993	SL100AHY	5 0	1,440	0	1,440	0	0	0	1,440
10180	Dell computer									
	01/15/1993	SL100AHY	5 0	2,667	0	2,667	0	0	0	2,667
10181	Printer									
	01/15/1993	SL100AHY	7 0	7,107	0	7,107	0	0	0	7,107
10182	Printer									
	01/15/1993	SL100AHY	7 0	4,170	0	4,170	0	0	0	4,170
10183	Storage racks									
	04/15/1993	SL100AHY	5 0	2,816	0	2,816	0	0	0	2,816
10184	Air compressor									
	04/15/1993	SL100AHY	5 0	1,590	0	1,590	0	0	0	1,590
10185	Printer									
	04/15/1993	SL100FM	7 0	9,730	0	9,730	0	0	0	9,730
10186	Graphiclite viewer									
	06/15/1993	SL100FM	7 0	467	0	467	0	0	0	467
10187	Storage racks									
	09/15/1993	SL100FM	5 0	3,937	0	3,937	0	0	0	3,937
10188	Copier									
	11/01/1994	SL100FM	5 0	8,848	0	8,848	0	0	0	8,848
10189	Security system									
	09/01/1994	SL100FM	7 0	3,698	352	3,345	352	0	0	3,697
10190	Computer									
	02/01/1994	SL100FM	5 0	2,219	0	2,219	0	0	0	2,219

Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE				
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A	Net Additions Deletions	Ending Accum Depr
<i>vision: 40-Machinery and Equipment</i>										
0191	Lunchroom table									
	08/01/1994	SL100FM	7 0	2,223	184	2,039	184	0	0	2,223
0192	Forklift									
	10/01/1994	SL100FM	7 0	7,790	834	6,956	834	0	0	7,790
0193	Shelving									
	07/01/1994	SL100FM	7 0	10,355	740	9,615	740	0	0	10,354
0194	System									
	10/01/1994	SL100FM	5 0	52,527	0	52,525	0	0	0	52,525
0195	Show booth									
	11/01/1994	SL100FM	7 0	5,068	603	4,465	603	0	0	5,068
0196	Sealer									
	07/01/1994	SL100FM	7 0	7,001	500	6,500	500	0	0	7,000
0197	Mita copier									
	04/01/1994	SL100FM	5 0	1,164	0	1,164	0	0	0	1,164
0198	Shelving									
	07/01/1994	SL100FM	7 0	835	60	775	60	0	0	834
0199	Phone system									
	08/01/1994	SL100FM	5 0	14,001	0	14,000	0	0	0	14,000
0200	Furniture									
	08/01/1994	SL100FM	7 0	9,564	797	8,766	797	0	0	9,563
0201	Furniture									
	10/01/1994	SL100FM	7 0	644	69	575	69	0	0	644
0203	Printers									
	01/01/1994	SL100FM	5 0	3,159	0	3,159	0	0	0	3,159
0204	Van									
	09/01/1994	SL100FM	10 0	22,404	0	22,404	0	0	0	22,404
0206	Telephone									
	12/01/1994	SL100FM	5 0	1,259	0	1,259	0	0	0	1,259
0207	Phone equipment									
	01/01/1995	SL100FM	5 0	823	0	823	0	0	0	823
0208	Waxholder molds									
	01/30/1995	SL100FM	5 0	4,622	0	4,622	0	0	0	4,622
0209	Cellular phone									
	03/10/1995	SL100FM	5 0	1,185	0	1,185	0	0	0	1,185
0210	Cutting & Paint Dies									
	06/01/1995	SL100FM	7 0	9,070	1,296	7,235	1,296	0	0	8,531
0211	Wholesale racks									
	06/08/1995	SL100FM	7 0	1,039	148	828	148	0	0	976
0212	Scales									
	06/15/1995	SL100FM	7 0	3,043	435	2,428	435	0	0	2,863
0213	Print dies									
	06/16/1995	SL100FM	7 0	730	104	573	104	0	0	677
0214	Beams									
	06/20/1995	SL100FM	7 0	519	74	407	74	0	0	481
0215	Computer equipment									
	08/04/1995	SL100FM	5 0	406	0	406	0	0	0	406
0216	Conveyor									
	08/10/1995	SL100FM	7 0	779	111	602	111	0	0	713
0217	Computer equipment									
	09/01/1995	SL100FM	5 0	3,404	0	3,404	0	0	0	3,404
0218	File cabinet									
	09/19/1995	SL100FM	7 0	420	60	315	60	0	0	375
0219	Computer equipment									
	09/25/1995	SL100FM	5 0	3,948	0	3,883	0	0	0	3,883
0220	Small tools & equipment									
	10/25/1995	SL100FM	5 0	431	0	423	0	0	0	423
0221	Car stereo									
	11/30/1995	SL100FM	10 0	551	55	354	55	0	0	409
0222	Cellular phone									
	12/12/1995	SL100FM	5 0	324	0	324	0	0	0	324
0223	Computer Equip									
	12/18/1995	SL100FM	10 0	4,397	440	3,516	440	0	0	3,956
0224	File cabinet									
	12/31/1995	SL100FM	7 0	337	48	240	48	0	0	288
0225	Laser printer									
	02/07/1996	SL100FM	5 0	1,476	0	1,476	0	0	0	1,476
0226	Wheel cart									
	02/29/1996	SL100FM	7 0	1,080	154	875	154	0	0	1,029
0227	Edi Srv Tape backup									
	04/30/1996	SL100FM	5 0	9,777	0	9,777	0	0	0	9,777
0228	Hytrol gravity conveyor									
	06/05/1996	SL100FM	5 0	583	0	583	0	0	0	583

Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE				
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A	Net Additions Deletions	Ending Accum Depr
Division: 40-Machinery and Equipment										
0230	Major phone upgrade 12/11/1996	SL100FM	5 0	4,738	789	3,949	789	0	0	4,738
12032	Deluxe hot pot box 01/13/1997	SL100FM	5 0	1,339	267	1,072	267	0	0	1,339
12033	Ceramic electric pot box 01/13/1997	SL100FM	5 0	1,316	263	1,052	263	0	0	1,316
12034	Wax warmer box 01/13/1997	SL100FM	5 0	1,134	226	908	226	0	0	1,134
12035	XMas packaging mock ups 01/23/1997	SL100FM	5 0	5,295	1,059	4,148	1,059	0	0	5,207
12036	Chris:mas catalog 03/28/1997	SL100FM	5 0	3,846	769	2,884	769	0	0	3,694
12037	Chris:mas packaging 04/08/1997	SL100FM	5 0	4,145	829	3,109	829	0	0	3,938
12038	Dies & plates 04/30/1997	SL100FM	5 0	3,646	729	2,673	729	0	0	3,403
12039	XMas packaging pre press 04/30/1997	SL100FM	5 0	3,252	650	2,385	650	0	0	3,035
12040	Die 05/15/1997	SL100FM	5 0	1,231	246	902	246	0	0	1,149
12041	LBar sealer 06/27/1997	SL100FM	7 0	5,500	786	2,750	786	0	0	3,536
12042	Product sheet line drawing 06/30/1997	SL100FM	5 0	995	199	697	199	0	0	896
12043	Cutting dies 07/07/1997	SL100FM	5 0	1,450	290	1,015	290	0	0	1,305
12044	Plate & Design setup 07/10/1997	SL100FM	5 0	115	23	81	23	0	0	104
12045	Terra cotta wax warmer 07/14/1997	SL100FM	5 0	350	70	245	70	0	0	315
12046	Settee label 07/14/1997	SL100FM	5 0	150	30	105	30	0	0	135
12047	Cutting dies 07/30/1997	SL100FM	5 0	2,030	406	1,387	406	0	0	1,793
12048	Spring hang tags 09/16/1997	SL100FM	5 0	561	112	364	112	0	0	477
12049	Spring collection sachet 09/16/1997	SL100FM	5 0	1,858	372	1,208	372	0	0	1,580
12050	Liquid polpourri labels 09/16/1997	SL100FM	5 0	835	167	543	167	0	0	710
12306	Artwork & plates 02/27/1997	SL100FM	5 0	473	95	363	95	0	0	450
12307	Computer 02/09/1998	SL100FM	5 0	1,748	350	1,019	350	0	0	1,369
12308	Sachet machine 12/01/1998	SL100FM	5 0	3,224	645	1,344	645	0	0	1,988
12309	Computer desk 12/03/1998	SL100FM	5 0	270	54	113	54	0	0	167
12310	Labeling & Design 07/01/1998	SL100FM	5 0	60,224	12,045	30,112	12,045	0	0	42,156
12311	Computer Upgrade 10/01/1999	SL100FM	5 0	61,240	12,248	15,310	12,248	0	0	27,558
12312	Laptop Computer 11/01/1999	SL100FM	5 0	2,251	450	525	450	0	0	975
12313	HP Laserjet 4000 Printer 04/01/1999	SL100FM	5 0	1,334	267	467	267	0	0	734
12314	Computer Equipment 09/01/1999	SL100FM	5 0	1,241	248	331	248	0	0	57
12315	Computer Software 06/01/1999	SL100FM	5 0	1,080	216	342	216	0	0	55
12319	05/01/1999	SL100FM	5 0	1,510	302	503	302	0	0	80
12320	07/01/1999	SL100FM	5 0	25,022	5,004	10,009	5,004	0	0	15,0
12321	Labeling and Design 07/01/1999	SL100FM	5 0	43,447	8,689	13,034	8,689	0	0	21,7
12322	Zebra Painter 07/01/2001	SL100FM	5 0	2,320	232	0	232	0	0	2
030035	Display Fixtures 07/01/2000	SL100FM	5 0	31,525	6,305	3,153	6,305	0	0	9,4
030036	Labeling & Design 09/01/2000	SL100FM	5 0	5,274	1,055	352	1,055	0	0	1,0

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20030

Asset ID	Placed in Service	Depr Meth/Conv	Life Yr Mo	Book Cost	Depreciation This Period	YEAR TO DATE			Net Additions Deletions	Ending Accum Depr
						Beginning Accum Depr	Current Depreciation	Net Sec 179/179A		
ibtotal: 40-Machinery and Equipment (177)				849,903	63,552	663,500	63,552	0	0	27,052
vision: 60-Buidling										
X001	Data west 05/20/1988	SL100FM	5 0	4,312	0	4,312	0	0	0	4,312
X002	Data West 07/06/1988	SL100FM	5 0	9,055	0	9,055	0	0	0	9,055
X003	Data West 09/13/1988	SL100FM	5 0	7,945	0	7,945	0	0	0	7,945
X004	Data West 09/13/1988	SL100FM	5 0	3,783	0	3,783	0	0	0	3,783
X005	Data West 09/27/1988	SL100FM	5 0	1,130	0	1,130	0	0	0	1,130
X006	Data West 10/10/1988	SL100FM	5 0	2,703	0	2,703	0	0	0	2,703
X007	Data West 11/11/1988	SL100FM	5 0	5,675	0	5,675	0	0	0	5,675
X008	Computerland 11/23/1988	SL100FM	5 0	645	0	645	0	0	0	645
X009	Puget Sound Software 07/01/1989	SL100FM	5 0	1,713	0	1,713	0	0	0	1,713
X010	Mail merge enhancement 02/15/1995	SL100FM	3 0	540	0	540	0	0	0	540
ibtotal: 60-Buidling (10)				37,501	0	37,501	0	0	0	37,501
vision: 70-Leasehold Improvements										
X009	Sheet loading		7 0	5,789	0	5,789	0	0	0	5,789
X029	Fence and gates 12/01/1994	SL100FM	7 0	2,698	353	2,343	353	0	0	2,696
X030	Sheet loading 01/01/1995	SL100FM	7 0	2,514	359	2,154	359	0	0	2,513
X031	Install well screen 01/01/1995	SL100FM	7 0	3,021	432	2,589	432	0	0	3,021
X032	Electronics 09/21/1995	SL100FM	7 0	418	60	314	60	0	0	374
X033	Install metal canopy 04/12/1995	SL100FM	7 0	1,017	145	835	145	0	0	980
X034	Warehouse racks 05/29/1996	SL100FM	15 0	1,880	125	647	125	0	0	772
ibtotal: 70-Leasehold Improvements (7)				17,337	1,474	14,671	1,474	0	0	16,146
Grand Total				904,741	65,027	715,672	65,027	0	0	780,699

Note: There may be differences due to rounding.

10/1/96

**EXHIBIT B
BILL OF SALE**

THIS BILL OF SALE, by and between SIRIUS ENTERPRISES, INC., a Washington corporation ("Transferor"), and EVERGREEN WHOLESALE FLORIST, INC., a Washington corporation ("Transferee") is executed for the purpose of effecting the transfer of all of Transferor's equipment to Transferee pursuant to an agreement and plan of merger between Transferor and Transferee dated March 31, 2002. Transferor and Transferee, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

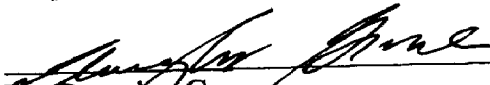
1. Transferor hereby bargains and sells, grants, conveys, assigns, transfers, sets over, confirms and delivers to Transferee, its successors and assigns, to have and to hold the same, all of Transferor's right, title and interest in and to each and every one of the assets described on Attachment 1 hereto.

2. Transferor and Transferee acknowledge that the equipment and asset list attached hereto as Attachment 1 may be outdated; however, Transferor agrees to transfer any and all interest that it has to the equipment and assets listed thereon to Transferee, with an adequate and accurate accounting of such equipment and assets to occur at a later date by the Transferee. Transferee desires to accept such assets and equipment knowing that Attachment 1 may not be an accurate accounting of the assets and equipment currently owned by the Transferor.

IN WITNESS WHEREOF, the undersigned have executed this instrument and caused it to be effective as of the 31st day of March, 2002.

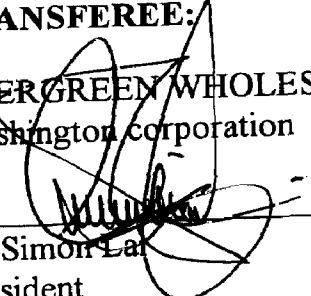
TRANSFEROR:

SIRIUS ENTERPRISES, INC., a Washington corporation


By Douglas Grove
President

TRANSFEE:

EVERGREEN WHOLESALE FLORIST, INC., a Washington corporation


By Simon La
President