

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings ⇨ ⇨ ⇨

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Village Farms, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware limited liability company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: 12/29/1999

2. Name and address of receiving party(ies)

Name: Agro Power Development, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 7 Christopher Way

City: Eatontown State: NJ Zip: 07724

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- 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

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 2,142,404

Additional number(s) attached  Yes  No

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

Name: Christopher M. Turk, Esquire

Internal Address: Blank Rome LLP

Street Address: One Logan Square

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2555

**DO NOT USE THIS SPACE**

9. Signature.

Christopher M. Turk, Esquire  
Name of Person Signing

Christopher M. Turk  
Signature

Jan. 12, 2004  
Date

Total number of pages including cover sheet, attachments, and document: 5

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

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

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:

"COGENTRIX GREENHOUSE INVESTMENTS, INC.", A DELAWARE CORPORATION,

"VILLAGE FARMS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "AGRO POWER DEVELOPMENT, INC." UNDER THE NAME OF "AGRO POWER DEVELOPMENT, 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 DECEMBER, A.D. 1999, AT 12:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2883072 8100M

AUTHENTICATION: 0171762

991566717

DATE: 12-30-99

TRADEMARK  
REEL: 002776 FRAME: 0528

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
RECEIVED 12:45 PM 12/29/1999  
991566717 - 2883072

T-185 P.006/009 F-187

**CERTIFICATE OF MERGER**  
**OF**  
**VILLAGE FARMS, L.L.C.,**  
a Delaware limited liability company  
**and**  
**COGENTRIX GREENHOUSE INVESTMENTS, INC.,**  
a Delaware corporation  
**into**  
**AGRO POWER DEVELOPMENT, INC.,**  
a Delaware corporation

THE UNDERSIGNED corporation formed and existing under and by virtue of the Delaware General Corporation Law Act, 8 Del. C. §101, ~~et seq.~~ DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities to the merger (each a "Constituent Entity" and, collectively, the "Constituent Entities") is as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Village Farms, L.L.C	Delaware
Cogentrix Greenhouse Investments, Inc.	Delaware
Agro Power Development, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 18-209 of the Delaware Limited Liability Company Act and in accordance with Section 264(c) of the Delaware General Corporation Law, as applicable, by each of the Constituent Entities.

THIRD: The name of the surviving Delaware corporation is Agro Power Development, Inc.

FOURTH: The merger of Village Farms, L.L.C. and Cogentrix Greenhouse Investments, Inc. into Agro Power Development, Inc. shall be effective at 12:01 a.m. on January 2, 2000 (the "Effective Time").

FIFTH: The executed Agreement and Plan of Merger is on file at the chief executive offices of the surviving corporation at the following address:

10 Alvin Court  
East Brunswick, NJ 08816

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any member or any stockholder of any Constituent Entity.

12-29-1999 12:36pm From-

T-185 P.007/009 F-187

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed in its name by a duly authorized officer thereof as of this 27th day of December, 1999.

AGRO POWER DEVELOPMENT, INC.

By:   
Kenneth S. Hollander  
Senior Vice President

..ODMA\PCDOCS\GHCDOCS\117085\1

SCHEDULE A

Mark	Registration Number	Registration Date
FROM OUR HOUSE TO YOUR HOME	2,142,404	3/10/1998