

FORM PTO-1595

Docket No. 45152/VGG/H320

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

<p>1. Name of conveying party(ies): HINES HORTICULTURE, 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 <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>Additional name(s) of conveying party(ies) attached: No</p>	<p>2. Name and address of receiving party(ies): Name: HINES NURSERIES, INC. Street Address: 12621 Jeffrey Road, Irvine, California 92620-2101</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 <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p>
<p>3. Name of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: June 10, 1998</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: No</p> <p>(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? No</p>
<p>4. A. Trademark Application No.(s) 76/257,573</p>	<p>4. B. Trademark Registration No.(s)</p> <p>Additional numbers attached? No</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Vincent G. Gioia</p>	<p>6. Total number of applications or registrations involved 1</p> <p>7. <input checked="" type="checkbox"/> Total fee to be charged to Deposit Account No. 03-1728 (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	<p>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. Date: February 23, 2004</p> <p>By <i>Vincent G. Gioia</i> Name: Vincent G. Gioia 626/795-9900</p>
<p>Total number of pages including cover sheet, attachments, and document: 3</p>	

VGG/llb

A0509960

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUN 16 1998



Bill Jones

Secretary of State

TRADEMARK

REEL: 002800 FRAME: 0097

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**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 12 1998

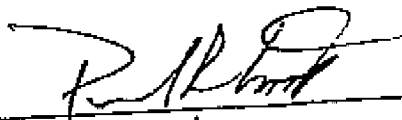
BILL JONES, Secretary of State


The undersigned certify that:

1. They are the President and Secretary, respectively, of Hines Horticulture, Inc., a California corporation (the "Corporation").
2. Article One of the Articles of Incorporation of the Corporation is amended to read as follows: ONE: The name of the corporation is Hines Nurseries, Inc.
3. The foregoing proposed amendment to the Articles of Incorporation has been duly adopted by the board of directors of the Corporation.
4. The foregoing proposed amendment to the Articles of Incorporation has been duly approved by the required vote of the sole shareholder in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation is 225,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was 100%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated this 10th day of June, 1998.

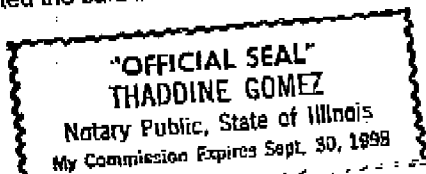

 Paul R. Wood
 President


 Thomas R. Reusché
 Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On June 10, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, Paul R. Wood and Thomas R. Reusché, President and Secretary of Hines Horticulture, Inc., personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.


Notary Public



RECORDED: 02/23/2004

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