

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the assignor, Seeds of Change, Inc., state of citizenship from Delaware to New Mexico previously recorded on Reel 003102 Frame 0434. Assignor(s) hereby confirms the Merger.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Seeds of Change, Incorporated		07/22/1997	CORPORATION: NEW MEXICO

**RECEIVING PARTY DATA**

<b>Name:</b>	Sustainable Agrico, LLC
<b>Street Address:</b>	3209 Richards Lane
<b>City:</b>	Sante Fe
<b>State/Country:</b>	NEW MEXICO
<b>Postal Code:</b>	87505
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1832855	
Registration Number:	1877566	SEEDS OF CHANGE
Registration Number:	2693727	GARDENCYCLE
Registration Number:	2217953	SEEDS OF CHANGE
Registration Number:	2155010	SEEDS OF CHANGE
Registration Number:	1830506	SEEDS OF CHANGE

**CORRESPONDENCE DATA**

Fax Number: (212)218-2200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-218-2100  
 Email: tkelly@fchs.com  
 Correspondent Name: Timothy J. Kelly  
 Address Line 1: 30 Rockefeller Plaza

CH \$165.00 1832855

Address Line 4: New York, NEW YORK 10112

NAME OF SUBMITTER: Timothy J. Kelly

Signature: /timothy kelly/

Date: 06/14/2005

Total Attachments: 6  
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OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF MERGER

OF

SEEDS OF CHANGE, INC.

3148400

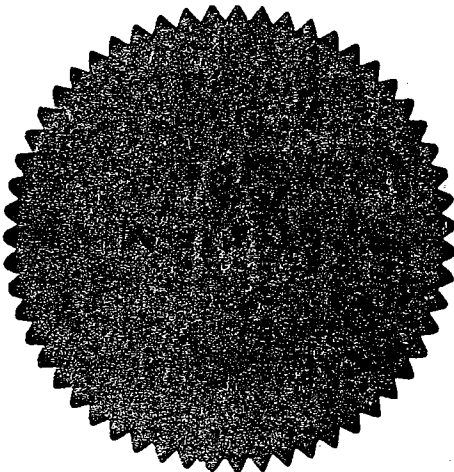
The State Corporation Commission certifies that the Articles of Merger, duly signed and verified pursuant to the provisions of the

LIMITED LIABILITY COMPANY ACT  
(53-19-1 TO 53-19-74 NMSA 1978)

have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate of the Articles of Merger.

Dated: JULY 22, 1997



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

*Tom F. Serna*

Chairman

*Shirley A. Davis*

Director

31484 00

**ARTICLES OF MERGER**

**OF**

**SEEDS OF CHANGE, INC.**  
(a New Mexico corporation)

#15915081

JUL 22 1997

**WITH AND INTO**

**SUSTAINABLE AGRICO, LLC**  
(a Delaware limited liability company)

#1810969

**(Pursuant to Section 53-19-62 of the  
Limited Liability Company Act of the State of New Mexico)**

Pursuant to the provisions of Section 53-19-62 of the Limited Liability Company Act of the State of New Mexico, the entities hereinafter named do hereby adopt the following articles of merger:

- FIRST:** The names and jurisdictions of formation or organization of the merging entities are: (a) Seeds of Change, Inc., a business corporation organized under the laws of the State of New Mexico ("Seeds of Change"), and Sustainable Agrico, LLC, a limited liability company organized under the laws of the State of Delaware ("Sustainable Agrico").
- SECOND:** An Agreement and Plan of Merger (the "Plan of Merger") for merging Seeds of Change with and into Sustainable Agrico has been approved and signed by each of Seeds of Change and Sustainable Agrico.
- THIRD:** The name and address of the surviving entity is: Sustainable Agrico, LLC, 3209 Richards Lane, Santa Fe, New Mexico 87505.
- FOURTH:** The merger shall be effective upon the filing of (a) these articles of merger with the State Corporation Commission of the State of New Mexico and (b) a certificate of merger with the Secretary of State of the State of Delaware, and the date on which such filings shall occur shall be the effective date of the merger.
- FIFTH:** Sustainable Agrico is a limited liability company organized and existing under the laws of the State of Delaware. The certificate of formation of Sustainable Agrico was filed with the Secretary of State of the State of Delaware on June 17, 1996. The application for authority of Sustainable Agrico was filed with the State Corporation Commission of the State of New Mexico on July 24,

1996  
**R E C E I V E D**  
 JUL 15 1997  
 N.M. ST. CORP. COMM.  
 CORPORATION DEPT.

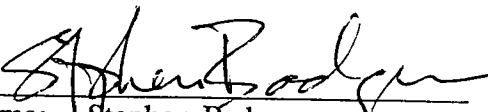
JUL 22 1997

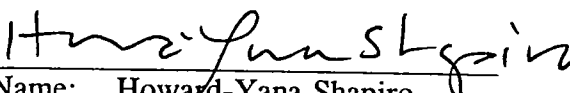
**TRADEMARK**  
**REEL: 003103 FRAME: 0333**

SIXTH: Sustainable Agrico as the Surviving Entity in the merger agrees that it may be served with process in the State of New Mexico in any action or proceeding for the enforcement of any liability or obligation of Seeds of Change.

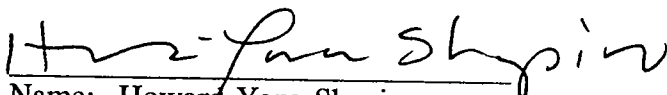
DATE: July 11, 1997

SEEDS OF CHANGE, INC.

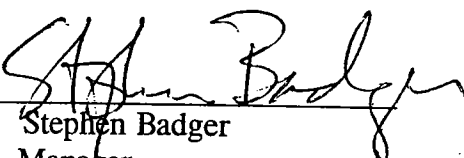
By:   
Name: Stephen Badger  
Title: President and Treasurer

By:   
Name: Howard-Yana Shapiro  
Title: Vice President and Secretary

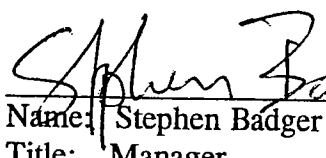
Under penalty of perjury, the undersigned declares that the foregoing document executed by Seeds of Change and the statements contained therein are true and correct to the best of his knowledge.

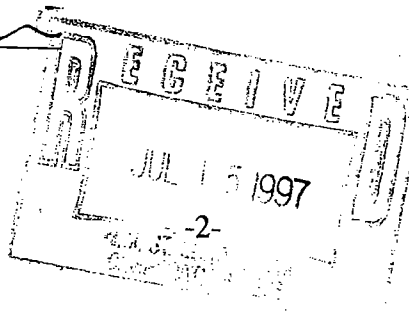
  
Name: Howard-Yana Shapiro  
Title: Vice President and Secretary

SUSTAINABLE AGRICO, LLC

By:   
Name: Stephen Badger  
Title: Manager

Under penalty of perjury, the undersigned declares that the foregoing document executed by Sustainable Agrico and the statements contained therein are true and correct to the best of his knowledge.

  
Name: Stephen Badger  
Title: Manager



State of Delaware

Office of the Secretary of State

3148392

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JUL 22 1997

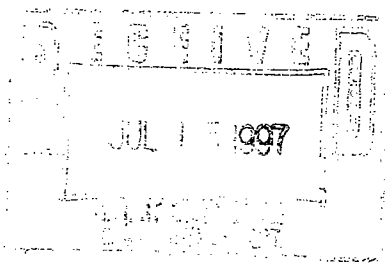
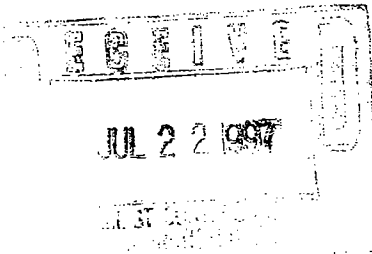
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

1595081

"SEEDS OF CHANGE, INC.", A NEW MEXICO CORPORATION,

1810969

WITH AND INTO "SUSTAINABLE AGRICO, LLC" UNDER THE NAME OF "SUSTAINABLE AGRICO, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 1997, AT 12 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2634677 8100M

AUTHENTICATION: 8556406

971232215

DATE: TRADEMARK REEL: 003103 FRAME: 0335

**CERTIFICATE OF MERGER**

**OF**

**SEEDS OF CHANGE, INC.**  
**(a New Mexico corporation)**

**WITH AND INTO**

**SUSTAINABLE AGRICO, LLC**  
**(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware, the undersigned, being the Manager of Sustainable Agrico, LLC, a Delaware limited liability company ("Sustainable Agrico"), and the President and Treasurer of Seeds of Change, Inc., a New Mexico corporation ("Seeds of Change"), hereby certify as follows:

**FIRST:** The names and jurisdictions of formation or organization of the entities which are to merge are: (a) Sustainable Agrico, LLC, a Delaware limited liability company and (b) Seeds of Change, Inc., a New Mexico corporation.

**SECOND:** An Agreement and Plan of Merger (the "Plan of Merger") has been approved and executed by both Sustainable Agrico and Seeds of Change in accordance with the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware.

**THIRD:** The name of the surviving Delaware limited liability company will be Sustainable Agrico, LLC.

**FOURTH:** The merger is to become effective upon the filing of this certificate of merger with the Secretary of State of the State of Delaware and articles of merger with the State Corporation Commission of the State of New Mexico.

**FIFTH:** A copy of the Plan of Merger is on file at the place of business of Sustainable Agrico, LLC, located at 3209 Richards Lane, Santa Fe, New Mexico 87505.

**SIXTH:** A copy of the Plan of Merger will be furnished by Sustainable Agrico, as the surviving entity, on request and without cost to any member of Sustainable Agrico and to any person holding an interest in Seeds of Change.

*[Faint, illegible text and stamps, possibly including a date stamp like 'JUL 22 1997']*

IN WITNESS WHEREOF, the undersigned do make this Certificate of Merger, hereby declaring and certifying that this is our free act and deed and the facts herein stated are true, and accordingly, have set our hands this 11th day of July, 1997.

**SUSTAINABLE AGRICO, LLC**

By: Stephen Badger  
Name: Stephen Badger  
Title: Manager

**SEEDS OF CHANGE, INC.**

By: Stephen Badger  
Name: Stephen Badger  
Title: President and Treasurer

