

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
A.P. Products Ltd.		12/30/2004	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Roux Laboratories, Inc.
Street Address:	540 Beautyrest Avenue
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32254
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1904041	MAGICAL GRO

**CORRESPONDENCE DATA**

Fax Number: (904)378-4153  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 904-378-4112  
 Email: rene.negron@us.thecolomergroup.com  
 Correspondent Name: Deirdre G. Robertson, Esq.  
 Address Line 1: 540 Beautyrest Avenue  
 Address Line 4: Jacksonville, FLORIDA 32254

NAME OF SUBMITTER:	Deirdre G. Robertson
Signature:	/deirdre g. robertson/
Date:	06/27/2005

CH \$40.00 1904041

Total Attachments: 3

source=IMAGE (4)#page1.tif

source=IMAGE (4)#page2.tif

source=IMAGE (4)#page3.tif

**PLAN OF MERGER**

**OF**

**A.P. PRODUCTS LTD.**

(a New York corporation)

**ROUX LABORATORIES, INC.**

(a New York corporation)

**UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW**

PLAN OF MERGER ("Plan of Merger") approved on December 30, 2004, in accordance with Section 904 of the Business Corporation Law, by Roux Laboratories, Inc., a New York corporation, by resolution adopted by its directors on said date.

WHEREAS, A.P. Products Ltd. is a corporation organized and existing under and by virtue of the laws of the State of New York and;

WHEREAS, Roux Laboratories, Inc. is a corporation organized and existing under and by virtue of the laws of the State of New York and;

WHEREAS, the name under which Roux Laboratories, Inc. was formed is Roux Distributing Co., Inc., and

WHEREAS, Roux Laboratories, Inc. owns one hundred percent (100%) of the outstanding shares of A.P. Products Ltd.; and

WHEREAS, as to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
A.P. Products Ltd.	10	Common	10
Roux Laboratories, Inc.	100	Common	100

WHEREAS, the Board of Directors of A.P. Products Ltd. and the Board of Directors of Roux Laboratories, Inc., the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that A.P. Products Ltd. be merged into Roux Laboratories, Inc.;

NOW, THEREFORE, in consideration of the foregoing mutual promises and covenants, and subject to the conditions herein set forth, the constituent corporations agree as follows:

1. A.P. Products shall, pursuant to Section 904 of the Business Corporation Law, be merged with and into a single corporation, to wit, Roux Laboratories, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New York Business Corporation Law.

Upon such merger, the separate corporate existence of A.P. Products Ltd., which is hereinafter sometimes referred to as the "Terminating Corporation," shall cease at the said effective time in accordance with the provisions of the New York Business Corporation Law, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Terminating Corporation, and the Surviving Corporation shall become subject to all the liabilities, obligations and penalties of the Terminating Corporation.

2. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New York Business Corporation Law.

4. The directors and officers in the office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but said share which is issued as of the effective time of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Plan of Merger shall have been fully adopted upon behalf of each of the Terminating Corporation and of the Surviving Corporation in accordance with the provisions of the New York Business Corporation Law, A.P. Products, Ltd. and Roux Laboratories, Inc. agree that they will cause to be executed and

filed and recorded any document or documents prescribed by the laws of the State of New York, and that they will cause to be performed all necessary acts within the State of New York and elsewhere to effectuate the merger herein provided for.

7. The president and secretary of the Terminating Corporation and the president and secretary of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

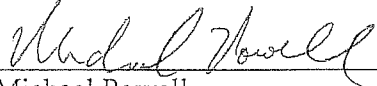
8. The effective date of the merger shall be December 31, 2004.

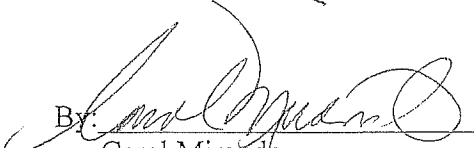
This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate of merger, this 30<sup>th</sup> day of December, 2004.

A.P. PRODUCTS LTD.

ROUX LABORATORIES, INC.

By:   
Michael Powell  
Vice-President and Secretary

By:   
Carol Miranda  
Vice President, Senior Corporate  
Counsel & Secretary