

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/25/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nursery Pro, Inc.		11/25/2004	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Aquascape Designs, Inc.
Street Address:	1200 Nagel Blvd.
City:	Batavia
State/Country:	ILLINOIS
Postal Code:	60510
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78066404	GATOR POND
Serial Number:	78048618	WETLANDS
Registration Number:	2649074	WATER CREATIONS
Registration Number:	2649073	WATER CREATIONS
Registration Number:	2020513	NURSERY PRO

CORRESPONDENCE DATA

Fax Number: (312)876-1155
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-876-1700
 Email: ipmail@dykema.com
 Correspondent Name: Janet Stiven
 Address Line 1: 10 S. Wacker
 Address Line 2: Suite 2300
 Address Line 4: Chicago, ILLINOIS 60606

CH \$140.00 78066404

NAME OF SUBMITTER:	Jeffrey L. Doyle
Signature:	/jeffrey l. doyle/
Date:	11/14/2005
Total Attachments: 4 source=Merger1#page1.tif source=merger3#page1.tif source=merger2#page1.tif source=merger4#page1.tif	



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 29, 2004

5714-150-6

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE AQUASCAPE DESIGNS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICES OF THE RECORDERS OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED. IN ORDER TO COMPLY WITH ARTICLE 6 OF THE COUNTIES CODE, AS AMENDED JANUARY 1, 1995, THE PAGES OF THIS DOCUMENT MUST BE SEPARATED BEFORE IT IS PRESENTED FOR RECORDING.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORMS ARE ENCLOSED) AND FILE SAME IN THIS OFFICE WITHIN SIXTY DAYS AFTER MERGER.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

5. Plan of ~~consolidation~~^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Aquascape Design, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Nursery Pro, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-8981
www.cyberdriveillinois.com


FILED

NOV 29 2004

Remit payment in the form of a
check or money order payable
to the Secretary of State.

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 571A-150-6 Filing Fee: \$ 100.00 Approved: 
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Aquascape Designs, Inc.</u>	<u>Illinois</u>	<u>D5714-150-6.</u>
<u>Nursery Pro, Inc.</u>	<u>Illinois</u>	<u>D6327-802-5</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: Aquascape Designs, Inc.

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

The sole shareholder of Nursery Pro, Inc. shall exchange all outstanding and issued shares of Nursery Pro, Inc. for common shares of Aquascape Designs, Inc.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated November 25, 2004 (Month & Day), _____ (Year)

Aquascape Designs, Inc (Exact Name of Corporation)

X Jack Luedtke (Any authorized officer's signature)

Jack Luedtke, Executive V.P (Type or Print Name and Title)

Dated November 25, 2004 (Month & Day), _____ (Year)

Nursery Pro, Inc (Exact Name of Corporation)

X Jack Luedtke (Any authorized officer's signature)

Jack Luedtke, Executive V.P. (Type or Print Name and Title)

Dated _____ (Month & Day), _____ (Year)

(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

C-195.10