

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Grow-Tech/Techniculture, Inc.		12/30/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Rynel Ltd., Inc.
Street Address:	55 Industrial Park Road
City:	Boothbay
State/Country:	MAINE
Postal Code:	04537
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2802098	FLEXIMIX
Registration Number:	2129013	FLEXIPLUG
Registration Number:	2216893	ROOTING SPONGE
Registration Number:	2425083	AMREL
Registration Number:	2008399	EPITECH
Registration Number:	2794445	FOAM FOLLOWS FUNCTION

**CORRESPONDENCE DATA**

Fax Number: (617)832-7000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 6178321000  
 Email: aanderson@foleyhoag.com  
 Correspondent Name: Anna Anderson c/o Foley Hoag  
 Address Line 1: 155 Seaport Boulevard  
 Address Line 2: Seaport World Trade Center West

CH \$165.00 2802098

Address Line 4: Boston, MASSACHUSETTS 02210-2600

ATTORNEY DOCKET NUMBER: 24202-4

NAME OF SUBMITTER: Anna B. Anderson

Signature: /Anna B. Anderson/

Date: 09/15/2006

Total Attachments: 2  
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GROW-TECH/TECHNICULTURE, INC.

INTO

RYNEL LTD., INC.

Rynel Ltd., Inc., a corporation organized and existing under the laws of Delaware ("Rynel" or "this Corporation")

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 31<sup>st</sup> day of March, 1994, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns at least ninety percent of the outstanding shares (of each class) of the stock of Grow-Tech/Techniculture, Inc., a corporation incorporated on the 17<sup>th</sup> day of June, 1994, pursuant to the General Corporation Law of the State of Delaware ("Grow-Tech").

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members on December 30, 2003, filed with the minutes of the Board, determined to and did merge Grow-Tech into this corporation:

RESOLVED, that Rynel merge, and it hereby does merge Grow-Tech into itself and assumes all of its obligations (the "Merger"); and

FURTHER RESOLVED, that the Merger shall be effective upon the date of filing a Certificate of Ownership and Merger with the Secretary of State of Delaware (the "Effective Date"); and

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

All of the issued and outstanding capital stock of Grow-Tech shall be redeemed and cancelled by Grow-Tech. Given that the fair value of the Grow-Tech shares was determined to be zero, no consideration shall be paid to the holders of the Grow-Tech shares of stock and said shares of stock shall not be exchanged or converted into stock or other property of Rynel.

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REEL: 003391 FRAME: 0013

FURTHER RESOLVED, that the President or Secretary, of this corporation be and they hereby are, jointly or singly directed to notify each stockholder of record of said Grow-Tech entitled to notice within 10 days after the effective date of filing of the Certificate of Ownership and Merger, that said Certificate of Ownership and Merger has become effective; and

FURTHER RESOLVED, that the President of this corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Grow-Tech and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect the Merger; and

FURTHER RESOLVED, that this corporation change its corporate name by changing Article 1 of the Amended and Restated Certificate of Incorporation of this corporation to read as follows:

1. The name of the corporation is Rynel, Inc. The corporation was originally incorporated in the state of Delaware on March 31, 1994 by filing its Certificate of Incorporation with the Secretary of State of Delaware and that the Certificate of Incorporation was Amended and Restated and filed on October 3, 1996.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Rynel at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Rynel has caused this Certificate to be signed by James W. Detert, its President duly authorized, this 30th day of December, 2003.

Rynel Ltd., Inc.

By: James W. Detert /s/  
James W. Detert, President

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