

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RTM, Inc.		12/26/2006	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	Clean City Squares, Inc.
Street Address:	4356 Duncan
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63110
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2370371	FUSION COATINGS
Registration Number:	2376918	

CORRESPONDENCE DATA

Fax Number: (314)259-2020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: nick.williamson@bryancave.com
 Correspondent Name: Nick E. Williamson
 Address Line 1: 211 North Broadway
 Address Line 2: Suite 3600
 Address Line 4: St. Louis, MISSOURI 63102

ATTORNEY DOCKET NUMBER:	0104431
NAME OF SUBMITTER:	Nick E. Williamson
Signature:	/Nick E. Williamson/

CH \$65.00 2370371

Date:

01/04/2007

Total Attachments: 5

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State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200636013134
00143964
Date Filed: 12/26/2006
Effective Date: 12/31/2006
Robin Carnahan
Secretary of State

Summary Articles of Merger

(Section 351.430, RSMo)
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1 The constituent corporations are:

Clean City Squares, Inc of Missouri
RTM Inc of Missouri
Name of Corporation Parent State

2 A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.;

3 The name of the surviving corporation is Clean City Squares, Inc of Missouri;
Name of Corporation Parent State

4 Check one of the following:

[X] The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments)
There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5 The executed plan of merger is on file at the principal place of business of the surviving corporation at 4356 Duncan, St. Louis, MO 63110
street city state and zip

6 A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation

7 The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
12/31/06

Date may not be more than 90 days after the filing date in this office

To be completed only if surviving corporation is a foreign corporation.

- 8 If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger 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 Missouri against the surviving corporation;
b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is

Name and address to return filed document:
Name:
Address:
City, State, and Zip Code:

State of Missouri
Merger - General Business - Domestic 4 Page(s)

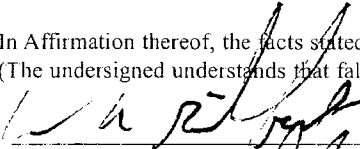
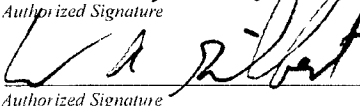


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c The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	William A. Gilbert	President, Clean City Squares, Inc.	12/20/06
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
	William A. Gilbert	President, RTM, Inc	12/20/06
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
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Article Number 1 is amended to read as follows:

“The name of the corporation (hereinafter referred to as the “Corporation”) is Landscape Brands, Inc.”

1344227.1

TRADEMARK

REEL: 003454 FRAME: 0542

TAXATION BUREAU
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue
Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



CERTIFICATE OF TAX CLEARANCE

RTM INC
4350 DUNCAN AVE
ST LOUIS MO 63110

DATE: DECEMBER 18, 2006

MISSOURI CORPORATION CHARTER NUMBER: 00446403

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jim Brentlinger".

Jim Brentlinger
Administrator

SH:DU0568

ENC.

CBN001
200634800300673

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities

RTM, INC. -- 00446403

INTO:

CLEAN CITY SQUARES, INC. -- 00143964

Organized and existing under laws of Missouri have been received, found to conform to law, and filed

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

CLEAN CITY SQUARES, INC. -- 00143964

as the surviving entity.

The name subsequently changed to

Landscape Brands, Inc.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri
Done at the City of Jefferson, this
26th day of December, 2006
Effective Date: December 31, 2006

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

