

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FCD Holding Company		12/14/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	GrowDirect, Inc.
Street Address:	800 North Lindbergh Blvd. E2NA
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63167
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1634938	FIELDER'S CHOICE
Registration Number:	2213472	FIELDER'S CHOICE DIRECT
Registration Number:	2165908	HYBRID HOTLINE
Registration Number:	2189192	MAKING SENSE OF THE WAY YOU BUY SEED CORN
Registration Number:	2165909	PICK 3 FOR SUCCESS
Registration Number:	2504981	HARVESTAR
Registration Number:	2219700	RDC
Registration Number:	2629072	BETTER SEED FOR BETTER FEED

CORRESPONDENCE DATA	
Fax Number:	(314)694-9009
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	314-694-5201
Email:	barbara.a.bunning-stevens@monsanto.com
Correspondent Name:	Monsanto Company
Address Line 1:	800 North Lindbergh Blvd. E2NA

CH \$215.00 1634938

Address Line 4: St. Louis, MISSOURI 63167

NAME OF SUBMITTER: Barbara Bunning-Stevens

Signature: /bbs/

Date: 01/05/2007

Total Attachments: 5
source=growdirectcert#page1.tif
source=growdirectcert#page2.tif
source=growdirectcert#page3.tif
source=growdirectcert#page4.tif
source=growdirectcert#page5.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FCD HOLDING COMPANY", CHANGING ITS NAME FROM "FCD HOLDING COMPANY" TO "GROWDIRECT, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2006, AT 3:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4243971 8100

061147102

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5280512

DATE: 12-14-06

TRADEMARK
REEL: 003456 FRAME: 0115

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:40 PM 12/14/2006
FILED 03:38 PM 12/14/2006
SRV 061147102 - 4243971 FILE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FCD HOLDING COMPANY**

FCD HOLDING COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the original Certificate of Incorporation of FCD Holding Company was filed with the Secretary of State of Delaware on October 31, 2006.

SECOND: That the Board of Directors of said corporation, by unanimous written consent adopted a resolution proposing and declaring advisable that the Amended and Restated Certificate of Incorporation of FCD Holding Company be amended and restated in its entirety to read as set forth on Annex A hereto.

THIRD: That in lieu of a meeting and vote of stockholders, holders of all of the outstanding Common Stock have given consent in writing in favor of said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said FCD Holding Company has caused this certificate to be signed by Christine M. Dufner, its Vice President this 14th day of December, 2006.

FCD HOLDING COMPANY

By: /s/ Christine M. Dufner
Christine M. Dufner
Vice President

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GROWDIRECT, INC.**

FIRST: The name of the Corporation is GrowDirect, Inc.

SECOND: Its registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808 and the registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 100 shares of common stock of par value of \$0.0001 each, amounting in the aggregate to One Cent (\$0.01).

FIFTH: All corporate powers of the Corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or by applicable law. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

(i) to adopt, amend or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation entitled to vote with respect thereto to adopt, amend or repeal Bylaws made by the Board of Directors; and

(ii) from time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as provided by applicable law or the Bylaws of the Corporation or as authorized by resolution of the stockholders or Board of Directors of the Corporation.

SIXTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director; provided, however, that the foregoing shall not be deemed to eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. This provision is not intended to eliminate or narrow any defenses to or protection against liability otherwise available to directors of the Corporation. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

SEVENTH:

A. Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person of whom such person is a legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably paid or incurred by such person in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall include the right to be paid by the Corporation the expenses incurred in defending any such action, suit or proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such person to repay such amount if ultimately it should be determined that such person is not entitled to be indemnified by the Corporation under the General Corporation Law of the State of Delaware. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

B. The Board of Directors may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, against any expense, liability or loss asserted against or incurred by any such person in any such capacity or arising out of any such status, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss.

EIGHTH: To the maximum extent permitted by law, in the event that either the Corporation or any stockholder of the Corporation acquires knowledge of any potential transaction, agreement, arrangement or other matter which may be an opportunity for both the Corporation and such stockholder, neither the Corporation nor such stockholder will have any duty to communicate or offer such opportunity to the other and such stockholder will not be liable to the Corporation for breach of any fiduciary or other duty, as a stockholder or otherwise, and the Corporation will not be liable to such stockholder, by reason of the fact that the Corporation or such stockholder, as the case may be, pursues or acquires such opportunity for itself or does not communicate such opportunity or information regarding such opportunity to such stockholder or the Corporation, as the case may be.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.