

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/14/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Houseplans, Inc.		03/14/2005	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Houseplans, Inc.
Street Address:	100 Rowland Way
Internal Address:	Suite 300
City:	Novato
State/Country:	CALIFORNIA
Postal Code:	94945
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3089740	HOUSEPLANS.COM LIVE YOUR DREAM
Registration Number:	3009780	HOUSEPLANS.COM

CORRESPONDENCE DATA

Fax Number: (831)768-7528
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 831-768-7481
 Email: jatatum@tatumgc.com
 Correspondent Name: Jeffery Anne Tatum
 Address Line 1: P.O. Box 988
 Address Line 4: Aptos, CALIFORNIA 95001

NAME OF SUBMITTER:	Jeffery Anne Tatum
Signature:	/Jeffery Anne Tatum/

OP \$65.00 3089740

Date:

10/04/2007

Total Attachments: 5

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UNITED STATES OF AMERICA

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

HOUSEPLANS, INC.

CA Profit Corporation
UBI: 000-000-000
Filing Date: April 11, 2005

Merging Entities:

602-341-372 HOUSEPLANS, INC.



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Handwritten signature of Sam Reed in cursive script.

Sam Reed, Secretary of State

TRADEMARK

REEL: 003633 FRAME: 0721

FILED
SECRETARY OF STATE
SAM REED
April 11, 2005
STATE OF WASHINGTON

04/11/2005 000946
\$40.00 Check #111915
Tracking ID: 007016
Doc No: 000946-001

ARTICLES OF MERGER
OF

HOUSEPLANS, INC.,
a Washington Corporation

INTO

HOUSEPLANS, INC.,
a California Corporation

These Articles of Merger are executed for the purpose of merging Houseplans, Inc., a Washington corporation (the "Merging Corporation"), with and into Houseplans, Inc., a California corporation ("Surviving Corporation"). The name of the Surviving Corporation into which the other company plans to merge is Houseplans, Inc., a California corporation.

1. The Plan of Merger is attached hereto as Exhibit A and made a part hereof as though fully set forth herein.
2. The approval of the shareholders of the Surviving Corporation was not necessary pursuant to RCW 23B.11.030(7)(a). The approval of the sole shareholder of the Merging Corporation was obtained pursuant to RCW 23B.11.030(2)(b).

Executed this 14th day of March, 2005.

HOUSEPLANS, INC.,
a Washington corporation

By: William Bush
William Bush, President

04/11/2005 000947
\$30.00 Check #111916
Tracking ID: 007016
Doc No: 000947-001

PLAN OF MERGER
OF
HOUSEPLANS, INC.,
a Washington Corporation
INTO
HOUSEPLANS, INC.,
a California Corporation

1. The names of the companies planning to merge are Houseplans, Inc., a Washington corporation (the "Merging Corporation"), and Houseplans, Inc., a California corporation (the "Surviving Corporation").
2. The directors of the Merging Corporation and the directors of the Surviving Corporation deem it advisable and in the best interests of each company to merge the Merging Corporation into the Surviving Corporation, as authorized by the laws of the State of Washington and the State of California and pursuant to the terms and conditions of this Plan of Merger (the "Plan").
3. The effective date of the merger shall be that date in which the Articles of Merger are filed with the State of Washington (the "Effective Date").
4. As of the Effective Date of the merger, the separate existence of the Merging Corporation shall cease, and said company will be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Corporation; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment.

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SIGNATURE PAGE - PLAN OF MERGER
HOUSEPLANS, INC., a Washington corporation
INTO
HOUSEPLANS, INC., a California corporation

Dated 8/14, 2005.

HOUSEPLANS, INC.
a Washington corporation

By: William Bush
William Bush, President

HOUSEPLANS, INC.
a California corporation

By: William Bush
William Bush, President

A0526345

CERTIFICATE OF OWNERSHIP

MERGING

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

HOUSEPLANS, INC.
a Washington Corporation

APR 11 2005

INTO

HOUSEPLANS, INC.
a California Corporation

We the undersigned, William Bush and Marvin Mauer, being respectively the President and Secretary of HOUSEPLANS, INC., a California corporation (the "Corporation") do hereby certify that:

1. We are the President and Secretary of the Corporation.
2. The Corporation is duly organized and existing under the laws of the State of California.
3. The Corporation owns all the outstanding shares of HOUSEPLANS, INC., a corporation duly organized and existing under the laws of the State of Washington.
4. The board of directors of the Corporation duly adopt and approve the following resolution:

RESOLVED that the Corporation merge, and does hereby merge into itself HOUSEPLANS, INC., its wholly owned subsidiary, and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 14, 2005

William Bush, President

Marvin Mauer, Secretary

