

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ITML Horticultural Products Inc.		12/22/2006	CORPORATION: CANADA
ITML Finance Inc.		12/22/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	ITML Horticultural Products Inc.
Street Address:	75 Plant Farm Boulevard
Internal Address:	P.O. Box 265
City:	Brantford, Ontario
State/Country:	CANADA
Postal Code:	N3T 5M8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	73308008	KORD
Serial Number:	74546307	REGAL
Serial Number:	75358258	
Serial Number:	78212330	KORD-VALMARK
Serial Number:	73364681	KORD
Serial Number:	74546308	REGAL
Serial Number:	75698892	PLANTERS' PRIDE
Serial Number:	78592416	GROWINGTOGETHER
Serial Number:	74181745	PLANTERS' PRIDE
Serial Number:	74706869	PRESTO POT
Serial Number:	75703759	PLANTERS' PRIDE

OP \$465.00 73308008

Serial Number:	78823455	GROWINGTOGETHER
Serial Number:	74182884	ULTRA
Serial Number:	74706871	KORDLOK
Serial Number:	76632750	ITML
Serial Number:	74189813	FIBER GROW ENVIRO-CONTAINERS
Serial Number:	74706955	EURO SYSTEM
Serial Number:	78212328	KORD-VALMARK LABWARE PRODUCTS

CORRESPONDENCE DATA

Fax Number: (216)363-4588
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (216) 363-4162
Email: trademark@beneschlaw.com
Correspondent Name: Angela R. Gott
Address Line 1: 200 Public Square
Address Line 2: Suite 2300
Address Line 4: Cleveland, OHIO 44114-2378

ATTORNEY DOCKET NUMBER: 29711-106

DOMESTIC REPRESENTATIVE

Name: Angela R. Gott
Address Line 1: 200 Public Square
Address Line 2: Suite 2300
Address Line 4: Cleveland, OHIO 44114-2378

NAME OF SUBMITTER: Angela R. Gott

Signature: /Angela R. Gott/

Date: 12/03/2008

Total Attachments: 11
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Ministry of
Consumer and
Ontario Business Services
CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents status
entrent en vigueur le

DECEMBER 27 DÉCEMBRE, 2008

8

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

I	T	M	L	H	O	R	T	I	C	U	L	T	U	R	A	L	P	R	O	D	U	C	T	S	I	N
C	.																									

2. The address of the registered office is:
Adresse du siège social :

75 Plant Farm Boulevard, P.O. Box 265

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Brantford, Ontario

Ontario **N 3 T 5 M 8**

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code /
Code postal)

3. Number of directors is/are: **or** minimum and maximum number of directors is/are:
Nombre d'administrateurs: **ou** nombres minimum et maximum d'administrateurs :
Number **or** minimum and maximum
Nombre **ou** minimum et maximum

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4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Edward Hensen	R.R.#8, Brantford, Ontario N3T 5M1	Yes
Kleis Hensen	20 Echo Villa, Brantford, Ontario N3S 6X7	Yes

5. Check A or B
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ITML Horticultural Products Inc.
and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
ITML Horticultural Products Inc.	1703933	2006/12/22
ITML Finance Inc.	1431279	2006/12/22

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

Class of Shares	Maximum Number
Class A special non-voting shares	Unlimited
Common voting shares	Unlimited

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

CLASS A SHARES

1. (a) Each Class A Share shall entitle the holder thereof to receive for each fiscal year of the Corporation, when, as and if declared by the directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a preferential non-cumulative cash dividend at such rate per annum as may be determined, from time to time, by the directors, provided that such rate shall not exceed SIX DOLLARS (\$6.00) per share;
 - (b) If such preferential dividend for any fiscal year of the Corporation has not been declared payable prior to the expiration of four months from the end of such fiscal year, the rights of the holders of all Class A Shares to receive such undeclared dividend shall be forever extinguished at the expiration of such four months;
 - (c) Any dividend may be paid in one or more instalments at the discretion of the directors of the Corporation; and
 - (d) No dividend shall be paid on the Common Shares for a fiscal year of the Corporation unless the preferential dividend payable for such fiscal year on all the Class A Shares outstanding at any time in such fiscal year shall have been paid in full or waived, in writing, by all Class A shareholders.
2. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class A Share shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other class of shares, the sum of ONE HUNDRED DOLLARS (\$100.00) per share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.
3. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Shares upon payment for each share to be redeemed of the sum of ONE HUNDRED DOLLARS (\$100.00), together with all dividends declared thereon and unpaid. Not less than fourteen (14) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place of redemption. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to the order of the registered holder of each Class A Share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A Shares. If a part only of the Class A Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Redemption Date, the holder of each Class A Share to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless

payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The Corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class A Shares to be redeemed or of such of the said shares represented by shares to be redeemed or of such of the said shares represented by certificate(s) as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class A Shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class A Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class A Shares are to be redeemed, the shares to be redeemed shall be selected either:

- (a) as nearly as may be in proportion to the number of Class A Shares registered in the name of each shareholder; or
- (b) in such other manner as the directors determine with the consent in writing of all of the holders of the Class A Shares at the time outstanding.

4. The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class A or Common Shares, as the case may be, at the lowest price at which, in the opinion of the directors of the Corporation, such shares are obtainable.

The shares shall be purchased either:

- (a) with the consent of all the holders of Class A or Common Shares outstanding, as the case may be; or
- (b) pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class A or Common Shares at the time outstanding, as the case may be, and the Corporation shall accept only the lowest tenders.

Where in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each tender in proportion as nearly as may be to the total number of shares offered in each tender.

5. Subject to the provisions of applicable law, a holder of Class A Shares shall be entitled to require the Corporation to redeem at any time the whole or from time to time any part of the Class A Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a certificate or certificates representing Class A Shares which the registered holder desires to have the Corporation

redeem together with the request in writing specifying:

- (a) The number of Class A Shares represented by such certificate or certificates which the registered holder desires to have redeemed by the Corporation; and
- (b) The business day (hereinafter referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A Shares which shall be not less than 30 days after the date upon which the request in writing is given to the Corporation.

Upon receipt of a Certificate or Certificates representing Class A Shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such Class A Shares by paying to such registered holder for each share to be redeemed an amount equal to ONE HUNDRED DOLLARS (\$100.00) together with all dividends declared thereon and unpaid.

6. The holders of the Class A Shares shall not, as such, have any voting rights for the election of directors or for any other purposes nor shall they be entitled to attend shareholders' meetings, provided, however, that confirmation of a resolution authorizing an amendment of articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Shares or to create other shares ranking in priority to or on a parity with the Class A Shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Shares duly called for that purpose.

7. Except as herein expressly provided, the Class A Shares shall not confer any right upon the holder thereof to participate in profits or assets of the Corporation.

COMMON SHARES

1. **Payment of Dividends:** Subject to the prior rights of the holders of the Class A Shares, the holders of the Common Shares shall have the right to receive such dividends (if any) as the directors in their discretion may declare.

2. **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation, the reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, all property and assets of the Corporation remaining after payment to the holders of the Class A Shares shall be distributed ratably to the holders of the Common Shares at the time outstanding without preference or distinction.

3. **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held.

9. The issue, transfer or ownership of shares is/~~is not~~ restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/~~est pas~~ restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Shares shall be transferred only in accordance with the provisions of a shareholders' agreement, if any, or if there is no shareholders' agreement, with the consent of the Board of Directors by resolution or in writing.

10. Other provisions, (if any):
Autres dispositions; s'il y a lieu :

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in that employment and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) The Corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
- (4) Where notice is required by the provisions hereof to be sent, the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

ITML HORTICULTURAL PRODUCTS INC.

Per: 
Edward Hensen (President)

ITML PRINCE INC.

Per: 
Edward Hensen (President)

SCHEDULE A TO THE ARTICLES OF AMALGAMATION

OF

ITML HORTICULTURAL PRODUCTS INC.

STATEMENT OF A DIRECTOR

OF

ITML HORTICULTURAL PRODUCTS INC.

AND

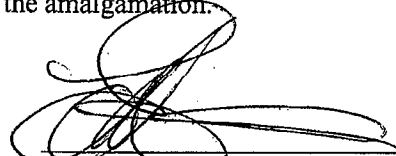
ITML FINANCE INC.

Pursuant to section 178(2) of the Business Corporations Act (Ontario)

I, Edward Hensen, state that:

1. I am a director of ITML Horticultural Products Inc. and ITML Finance Inc. (the "Corporations") each of which is an amalgamating corporation referred to in the attached Articles of Amalgamation.
2. I have conducted such examinations of the books and records of each of the Corporations and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) Each of the amalgamating corporations is, and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) The realizable value of the assets of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes of shares; and
 - (c) No creditor will be prejudiced by the amalgamation.

DATED the 22nd day of December, 2006.



Edward Hensen
Director

PART 1 OF SCHEDULE B TO THE ARTICLES OF AMALGAMATION

OF

ITML HORTICULTURAL PRODUCTS INC.

RESOLUTION OF THE BOARD OF DIRECTORS

OF

ITML HORTICULTURAL PRODUCTS INC.

(the "Corporation")

AMALGAMATION

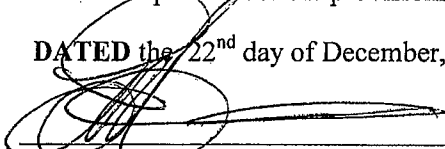
WHEREAS the Corporation is the holding corporation of and has agreed to amalgamate with its wholly-owned subsidiary ITML Finance Inc. (the "Subsidiary") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED that:

1. The amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, is approved;
2. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation and the name of the amalgamated corporation shall be ITML Horticultural Products Inc.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation is authorized and directed to do all things and execute and deliver all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby pass the foregoing resolution pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED the 22nd day of December, 2006.


Edward Hensen


Kleis Hensen

PART 2 OF SCHEDULE B TO THE ARTICLES OF AMALGAMATION

OF

ITML HORTICULTURAL PRODUCTS INC.

RESOLUTION OF THE BOARD OF DIRECTORS

OF

ITML FINANCE INC.

(the "Corporation")

AMALGAMATION

WHEREAS the Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with the ITML Horticultural Products Inc. (the "Holding Corporation") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED that:

1. The amalgamation of the Corporation and the Holding Corporation under the Act pursuant to subsection 177(1) thereof, is approved;
2. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Holding Corporation and the name of the amalgamated corporation shall be ITML Horticultural Products Inc.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Holding Corporation;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation is authorized and directed to do all things and execute and deliver all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby pass the foregoing resolution pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED the 22nd day of December, 2006


Edward Hensen


Kleis Hensen