

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Evergro Products Inc.		10/29/2009	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Evergro Canada Inc.
Street Address:	7430 Hopcott Road
City:	Delta, British Columbia
State/Country:	CANADA
Postal Code:	V4G 1B6
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1565300	EVERGRO

CORRESPONDENCE DATA

Fax Number: (503)220-2480
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 503-294-9584
 Email: jkong@stoel.com
 Correspondent Name: Anne W. Glazer
 Address Line 1: 900 SW Fifth Ave
 Address Line 2: Suite 2600
 Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER: TBD - EVERGRO CANADA INC.

DOMESTIC REPRESENTATIVE

Name:

900147357

**TRADEMARK
 REEL: 004094 FRAME: 0349**

OP \$40.00 1565300

Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Joseph A Kong

Signature:

/SR Paralegal/

Date:

11/10/2009

Total Attachments: 8

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source=Evergro Certificate#page1.tif
source=Evergro Notice of Articles#page1.tif
source=Evergro Notice of Articles#page2.tif
source=Evergro Notice of Articles#page3.tif



**Ministry
of Finance**
BC Registry Services

Mailing Address:
PO BOX 9431 Stn Prov Govt.
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard St.
Victoria BC
250 356-8626

Amalgamation Application

FORM 13
BUSINESS CORPORATIONS ACT
Section 275

FILING DETAILS: *Amalgamation Application for:*
EVERGRO CANADA INC.

Incorporation Number: **BC0865030**

Filed Date and Time: **October 29, 2009 11:06 AM Pacific Time**

Recognition Date and Time: **November 1, 2009 12:01 AM Pacific Time as a result of an Amalgamation.**

AMALGAMATION APPLICATION

The amalgamated company is to adopt, as its name, the name of the following amalgamating company: EVERGRO CANADA INC.. The Incorporation Number associated with this Company is: C0864656.

AMALGAMATION EFFECTIVE DATE:

Specified Date and Time of Amalgamation: November 1, 2009 12:01 AM Pacific Time

AMALGAMATING CORPORATION(S) INFORMATION

Name of Amalgamating Corporation(s)	Incorporation Number in BC
EVERGRO CANADA INC.	C0864656
EVERGRO PRODUCTS INC.	BC0380402
WESTGRO HORTICULTURAL SUPPLIES INC.	C0864661
WESTGRO SALES INC.	BC0246353

AMALGAMATION STATEMENT

This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

NOTICE OF ARTICLES**Name of Company:**

EVERGRO CANADA INC.

REGISTERED OFFICE INFORMATION**Mailing Address:**

1200 WATERFRONT CENTRE
200 BURRARD STREET
P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA

RECORDS OFFICE INFORMATION**Mailing Address:**

1200 WATERFRONT CENTRE
200 BURRARD STREET
P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA

DIRECTOR INFORMATION**Last Name, First Name, Middle Name:**

Gingrich, David

Mailing Address:

7430 HOPCOTT ROAD
DELTA BC V4G 1B6
CANADA

Delivery Address:

7430 HOPCOTT ROAD
DELTA BC V4G 1B6
CANADA

Last Name, First Name, Middle Name:

Schmelke, John D.

Mailing Address:

4554 W. 2ND AVENUE
VANCOUVER BC V6R 1K8
CANADA

Delivery Address:

4554 W. 2ND AVENUE
VANCOUVER BC V6R 1K8
CANADA

AUTHORIZED SHARE STRUCTURE

1. 1,000 Class A Common Shares Without Par Value

With Special Rights or
Restrictions attached

2. 9,000 Class B Common Shares Without Par Value

With Special Rights or
Restrictions attached

3. 10,000 Class D Common Shares Without Par Value

With Special Rights or
Restrictions attached

4. 1,000,000 Class PA Preferred Shares Without Par Value

With Special Rights or
Restrictions attached

5. No Maximum Class E Preferred Shares Without Par Value

With Special Rights or
Restrictions attached

6. No Maximum Class F Preferred Shares Without Par Value

With Special Rights or
Restrictions attached

7. No Maximum Class G Preferred Shares Without Par Value

With Special Rights or
Restrictions attached

8. No Maximum

Class H Preferred Shares

With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached



DUPLICATE

Number: BC0865030



CERTIFICATE OF AMALGAMATION

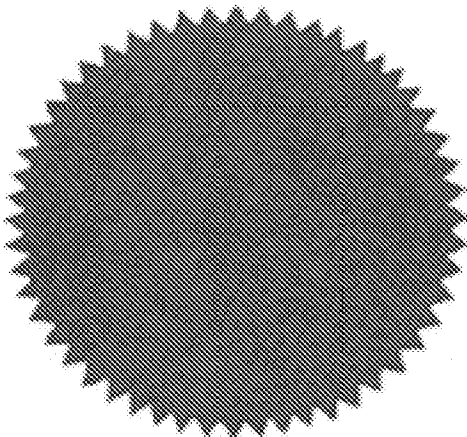
BUSINESS CORPORATIONS ACT

I Hereby Certify that EVERGRO CANADA INC., incorporation number C0864656, and EVERGRO PRODUCTS INC., incorporation number BC0380402, and WESTGRO HORTICULTURAL SUPPLIES INC., incorporation number C0864661, and WESTGRO SALES INC., incorporation number BC0246353 were amalgamated as one company under the name EVERGRO CANADA INC. on November 1, 2009 at 12:01 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

On November 1, 2009

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



TRADEMARK
REEL: 004094 FRAME: 0355



**Ministry
of Finance**
BC Registry Services

Mailing Address:
PO BOX 9431 Stn Prov Govt.
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard St.
Victoria BC
250 356-8626

Notice of Articles

BUSINESS CORPORATIONS ACT

This Notice of Articles was issued by the Registrar on: November 1, 2009 12:01 AM Pacific Time

*Incorporation Number: **BC0865030***

Recognition Date and Time: November 1, 2009 12:01 AM Pacific Time as a result of an Amalgamation

NOTICE OF ARTICLES

Name of Company:
EVERGRO CANADA INC.

REGISTERED OFFICE INFORMATION

Mailing Address:
1200 WATERFRONT CENTRE
200 BURRARD STREET
P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:
1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA

RECORDS OFFICE INFORMATION

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Delivery Address:
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VANCOUVER BC V6C 3L6
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Gingrich, David

Mailing Address:

7430 HOPCOTT ROAD
DELTA BC V4G 1B6
CANADA

Delivery Address:

7430 HOPCOTT ROAD
DELTA BC V4G 1B6
CANADA

Last Name, First Name, Middle Name:

Schmelke, John D.

Mailing Address:

4554 W. 2ND AVENUE
VANCOUVER BC V6R 1K8
CANADA

Delivery Address:

4554 W. 2ND AVENUE
VANCOUVER BC V6R 1K8
CANADA

AUTHORIZED SHARE STRUCTURE

1.	1,000	Class A Common Shares	Without Par Value
			With Special Rights or Restrictions attached

2.	9,000	Class B Common Shares	Without Par Value
			With Special Rights or Restrictions attached

3.	10,000	Class D Common Shares	Without Par Value
			With Special Rights or Restrictions attached

4.	1,000,000	Class PA Preferred Shares	Without Par Value
			With Special Rights or Restrictions attached

5.	No Maximum	Class E Preferred Shares	Without Par Value
			With Special Rights or Restrictions attached

6. No Maximum

Class F Preferred Shares

Without Par Value

With Special Rights or
Restrictions attached

7. No Maximum

Class G Preferred Shares

Without Par Value

With Special Rights or
Restrictions attached

8. No Maximum

Class H Preferred Shares

With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached