

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458830

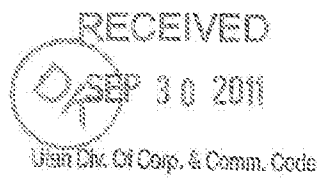
SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eco Scraps LLC		09/30/2011	Limited Liability Company: UTAH
RECEIVING PARTY DATA			
Name:	Eco Scraps, Inc.		
Street Address:	P.O. Box 50733		
City:	Provo		
State/Country:	UTAH		
Postal Code:	84605		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4117813	ECOSCRAPS	
Registration Number:	4117778	CLEAN EARTH SOILS	
Registration Number:	4097377	NO POOP	
CORRESPONDENCE DATA			
Fax Number:	9376447568		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9375781347		
Email:	trademarks@scotts.com		
Correspondent Name:	Karen K. Hammond		
Address Line 1:	10250 Constellation Blvd., Suite 2800		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
NAME OF SUBMITTER:	Karen K. Hammond		
SIGNATURE:	/karen k hammond/		
DATE SIGNED:	01/22/2018		
Total Attachments: 10			
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7621966-0160

Date: 10/03/2011
Receipt Number: 3712997
Amount Paid: \$27.00



ARTICLES OF CONVERSION
OF
ECO SCRAPS LLC (a Utah limited liability company)
TO
ECO SCRAPS, INC. (a Delaware corporation)
CONVERSION

September 30, 2011

Pursuant to Section 1406 of the Utah Revised Limited Liability Company Act (the "*Utah Act*"), the undersigned adopts these Articles of Conversion of Eco Scraps LLC, a Utah limited liability company (the "*Company*") to Eco Scraps, Inc., a Delaware corporation (the "*Subject Entity*");

1. The Company was formed in the state of Utah on March 31, 2010.
2. The name of the Company immediately prior to the filing of these articles of conversion was Eco Scraps LLC.
3. The name of the Company as set forth in its articles of organization filed in accordance with Subsection 48-2c-1401(2)(b) of the Utah Act is Eco Scraps LLC.
4. The name of the Subject Entity, as set forth in its certificate of incorporation filed in accordance with Section 103 and Section 265 of the Delaware General Corporation Law (the "*DGCL*") is Eco Scraps, Inc.
5. The conversion has been duly approved by all the members of the Company.
6. Attached hereto as Exhibit A is the certificate of conversion filed in accordance with Section 265 of the DGCL on September 30, 2011.

(Signature Page Follows)

09-30-11 10:4:49 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 20 day of SEP 11
in this office of this Division and hereby issued
This Certificate thereof.

Examiner h Date 10-4-11



Kathy Berg
Kathy Berg
Division Director

IN WITNESS WHEREOF, the undersigned has executed these articles of conversion as of the date first set forth above.

ECO SCRAPS LLC

A handwritten signature in black ink, appearing to read 'DBL', is written over a horizontal line.

Daniel Blake, Authorized Person

EXHIBIT A

CERTIFICATE OF CONVERSION

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TRADEMARK
REEL: 006255 FRAME: 0255

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ECO SCRAPS, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 8:03 O'CLOCK P.M.

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

5046248 8100V

111061601

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9066447

DATE: 09-30-11

TRADEMARK
REEL: 006255 FRAME: 0256

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
ECO SCRAPS LLC
FROM A UTAH LIMITED LIABILITY COMPANY TO A
DELAWARE CORPORATION**

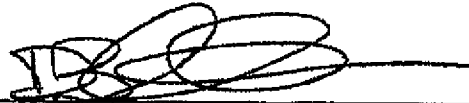
September 30, 2011

The undersigned, for the purpose of converting Eco Scraps LLC (the "*Limited Liability Company*") from a Utah limited liability company to a Delaware corporation pursuant to Section 265 under the Delaware General Corporation Law, hereby certifies as follows:

1. The jurisdiction where the Limited Liability Company first formed is Utah.
2. The jurisdiction immediately prior to filing this Certificate is Utah.
3. The name of the Limited Liability Company immediately prior to filing this Certificate is Eco Scraps LLC.
4. The name of the Delaware corporation as set forth in the Certificate of Incorporation is Eco Scraps, Inc.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion as on the date first written above.



Daniel Blake, Authorized Person

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(Signature Page to Certificate of Conversion)

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ECO SCRAPS, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 8:03 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9066447

DATE: 09-30-11

TRADEMARK
REEL: 006255 FRAME: 0259

**CERTIFICATE OF INCORPORATION OF
ECO SCRAPS, INC.**

ARTICLE I

The name of the corporation is Eco Scraps, Inc. (the "*Company*").

ARTICLE II

The address of the Company's registered office in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is One Million Five Hundred Thousand (1,500,000) with par value of \$0.001 per share.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Daniel Blake
265 N. Country Manor Lane
Alpine, Utah 84004

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, alter, amend or repeal the Bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

Except as provided in ARTICLE VIII, the Company 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 herein are granted subject to this reservation.

I, the undersigned, as the incorporator of the Company, have signed this Certificate of Incorporation on September 30 2011.



Daniel Blake, Incorporator

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