

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of Entity Type		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ITML Horticultural Products Inc.		07/24/2007	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: 2			
Property Type	Number	Word Mark	
Serial Number:	78823455	GROWINGTOGETHER	
Serial Number:	78592416	GROWINGTOGETHER	
CORRESPONDENCE DATA			
Fax Number:	(216)363-4588		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(216) 363-4162		
Email:	trademark@beneschlaw.com		
Correspondent Name:	Angela R. Gott		
Address Line 1:	Benesch Friedlander Coplan & Aronoff LLP		
Address Line 2:	200 Public Square, Suite 2300		
Address Line 4:	Cleveland, OHIO 44114-2378		
ATTORNEY DOCKET NUMBER:	29711-106 (1095)		
DOMESTIC REPRESENTATIVE			

OP \$65.00 78823455

900156078

**TRADEMARK
 REEL: 004159 FRAME: 0790**

Name: Angela R. Gott
Address Line 1: Benesch Friedlander Coplan & Aronoff LLP
Address Line 2: 200 Public Square, Suite 2300
Address Line 4: Cleveland, OHIO 44114-2378

NAME OF SUBMITTER:	Angela R. Gott
Signature:	/Angela R. Gott/
Date:	03/03/2010

Total Attachments: 10

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Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

ITML HORTICULTURAL PRODUCTS INC.

443728-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

July 24, 2007 / le 24 juillet 2007

Date of Continuance - Date de la prorogation

Canada

**TRADEMARK
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Industry Canada Industrie Canada
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 11
ARTICLES OF CONTINUANCE
(SECTION 187)

FORMULAIRE 11
CLAUSES DE PROROGATION
(ARTICLE 187)

1 -- Name of the Corporation ITML HORTICULTURAL PRODUCTS INC.	2 -- Taxation Year End Fin de l'année d'imposition M D - J 1 1 2 3 1 1
3 -- The province or territory in Canada where the registered office is to be situated Ontario	La province ou le territoire au Canada où se situera le siège social
4 -- The classes and the maximum number of shares that the corporation is authorized to issue An unlimited number of common shares.	
5 -- Restrictions, if any, on share transfers See Schedule "A" Attached.	
6 -- Number (or minimum and maximum number) of directors Minimum 1; Maximum 10	
7 -- Restrictions, if any, on business the corporation may carry on None.	
8 -- (1) If change of name affected, previous name (2) Details of Incorporation Amalgamation: January 9, 2007	
9 -- Other provisions, if any See Schedule "B" Attached.	

Signature 	Printed Name - Nom en lettres mouillées Donald A. Merrill	10 -- Capacity of - En qualité de Director	11 -- Tel. No. - N° de tél. 330-253-5592
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FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

4437284

RC 3247 (2004/52)



RECEIVED TIME JUL. 24. 3:50PM

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SCHEDULE "A"
TO ARTICLES OF CONTINUANCE FOR
ITML HORTICULTURAL PRODUCTS INC.

5. The issue, transfer or ownership of shares is restricted and the restrictions are as follows:

No securities, other than non-convertible debt securities, may be transferred without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors, or
- (b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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SCHEDULE "B"**TO ARTICLES OF CONTINUANCE FOR
ITML HORTICULTURAL PRODUCTS INC.**

9. The outstanding securities, excluding non-convertible debt securities, of the Corporation may be beneficially owned, directly or indirectly, by not more than 50 persons, exclusive of employees and former employees of the Corporation or its affiliates,

provided that:

A. each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner;

B. the Corporation may not distribute securities to a person unless such person purchases the securities as principal and is:

- (a) a director, officer, employee, founder or control person of the Corporation,
- (b) a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation,
- (c) a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation,
- (d) a close personal friend of a director, executive officer, founder or control person of the Corporation,
- (e) a close business associate of a director, executive officer, founder or control person of the Corporation,
- (f) a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holder's spouse,
- (g) a security holder of the Corporation,
- (h) an accredited investor,
- (i) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (a) to (h),
- (j) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (a) to (h), or
- (k) a person that is not the public

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as those terms may be defined, from time to time, in National Instrument 45-106 *Prospectus and Registration Exemptions*.

2. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

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Industry Canada / Industrie Canada
Corporations Canada / Corporations Canada

Form 2

Information Regarding the Registered Office and the Board of Directors
(To be filed with Articles of Incorporation, Amalgamation and Continuance)

(Sections 19, 106 and 113(1) of the CBCA)

Changes to the registered office or the board of directors are to be made by filing Form 3 Change of Registered Office Address or Form 6 Changes Regarding Directors. If the space available at item 4 is insufficient, please attach information, on a separate piece of paper, to the form.

INSTRUCTIONS

4 At least 25 percent of the directors of a corporation must be Canadian residents. If a corporation has less than four directors, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

However, the board of directors of corporations operating in uranium mining, back publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 106(3.1) of the CBCA).

Declaration

In the case of an incorporation, the form must be signed by the incorporator. In all other cases (Articles of Amalgamation and Articles of Continuance), the form may be signed by any individual who has the relevant knowledge of the corporation and who is authorized by the directors (subsection 282.1(2) of the CBCA).

For example:

- a director of the corporation;
- an authorized officer of the corporation; or
- an authorized agent.

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 268 of the CBCA is permitted under the Privacy Act.

If you require more information, please visit the Forms, Policies, Fees and Legislation section of our Web site at <http://corporationscanada.ic.gc.ca> or contact us at (613) 941-9042 or toll-free at 1 866 333-5556.

File documents online:

Corporations Canada Online Filing Centre:
<http://corporationscanada.ic.gc.ca>

Or send documents by mail:

Director, Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0G8

By Facsimile:

(613) 841-0999

IC 2804 (2004/11)

1 Corporation name
ITML HORTICULTURAL PRODUCTS INC.

2 Address of registered office (must be a street address)
40 KING STREET WEST, SUITE 5800
NUMBER AND STREET NAME
TORONTO ONTARIO M5H 3S1
CITY PROVINCE/TERRITORY POSTAL CODE

3 Mailing address (if different from the registered office)
SAVE ABOVE
ATTENTION OF
NUMBER AND STREET NAME
CITY PROVINCE/TERRITORY POSTAL CODE

4 Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address)	CANADIAN RESIDENT (YES/NO)
MIKE	LEFROY	1889 SPYGLASS PLACE, 210 VANCOUVER, BC V6Z 4K7	Yes
DONALD A.	MERRIL	4-513 BRIDLE TRAIL AKRON, OH 44333	No

5 Declaration
I hereby certify that I have the relevant knowledge of the corporation, and that I am authorized to sign and submit this form.
Donald A. Merrill
SIGNATURE
DONALD A. MERRIL (330) 253-5592
PRINT NAME TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$6000 or to imprisonment for a term not exceeding six months or both (subsection 260(1) of the CBCA).



Ministry of Finance

33 King Street West
Oshawa ON L1H 8H5
Client Accounts and
Services Branch
PO Box 622
Oshawa ON L1H 8H6

Ministère des Finances

33 rue King Ouest
Oshawa ON L1H 8H5
Direction des services et
des dossiers clients
CP 622
Oshawa ON L1H 8H6



Refer to: Carol Megraw
Oshawa 905 433-6536
Toronto 416 920-9048 Ext. 6536
Canada & U.S. 1 800 262-0784 Ext. 6536

July 10, 2007

Attention: Karen Lilley

Miller Thomson LLP
600 - 60 Columbia Way
Markham ON L3R 0C9

Dear Madam:

Re: ITML Horticultural Products Inc.
Account Number 5448569
Consent - Transfer of Ontario Corporation

In accordance with the *Business Corporations Act*, we are pleased to advise you that The Minister of Finance consents to the issuance of an instrument of continuation to ITML Horticultural Products Inc., continuing the company as if it were incorporated under the laws of the Government of Canada.

This consent is only valid for sixty days from the date of this letter and must be filed within this specified period with the Companies Branch, Ministry of Government Services.

Please be advised that, if the corporation intends to continue to conduct business in Ontario, it is required that the corporation file a Form 2 with the:

Ministry of Government Services
Companies Branch
393 University Avenue, Suite 200
Toronto, ON M5G 2M2
416 314-8880 or 1 800 361-3223 (Ontario only)

The Form 2 is available on the internet at:
<http://www.cbs.gov.on.ca/mcbs/english/5GFMZZ.htm>

For your assistance, enclosed are guidelines for Authorization to Continue in Another Jurisdiction.

Encl.

/ef

1722150

Form 7
Business
Corporations
Act

Formule 7
Loi sur les
sociétés par
actions

**APPLICATION FOR AUTHORIZATION TO CONTINUE IN ANOTHER JURISDICTION
DEMANDE D'AUTORISATION DE MAINTIEN SOUS LE RÉGIME D'UNE AUTRE AUTORITÉ LÉGISLATIVE**

1. The name of the corporation is: (Set out in BLOCK CAPITAL letters)
Dénomination sociale de la société : (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. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :

2007/01/9

Year, Month, Day / année, mois, jour

3. The corporation is not in default in filing notices and returns under the *Corporations Information Act* and all out standing fees have been paid.
La société n'a pas omis de déposer les avis et déclarations exigés par la Loi sur les renseignements exigés des personnes morales et tous les droits ont été acquittés.

4. It is requested that the corporation be authorized by the Director under section 181 of the *Business Corporations Act* to apply to the appropriate official or public body of the following jurisdiction requesting that the corporation be continued as if it had been incorporated under the laws of that jurisdiction:

La société demande l'autorisation du directeur aux termes de l'article 181 de la Loi sur les sociétés par actions de demander au fonctionnaire ou à l'organisme public compétents de l'autorité législative suivante que la société soit maintenue comme si elle avait été constituée en vertu des lois de cette autorité législative :

CANADA

(Set out the name of the jurisdiction where the corporation is applying to continue)
(Indiquer le nom de l'autorité législative dans laquelle la société demande d'être maintenue)

5. The laws of the jurisdiction to which the corporation will apply for an instrument of continuance provide in effect that:

Les lois de l'autorité législative à laquelle la société va demander un acte de maintien prévoient effectivement ce qui suit :

- a) the property of the corporation continues to be the property of the body corporate;
la personne morale devient propriétaire des biens de la société;
- b) the body corporate continues to be liable for the obligations of the corporation;
la personne morale est responsable des obligations de la société;
- c) an existing cause of action, claim or liability to prosecution is unaffected;
il n'est pas porté atteinte aux causes d'action, demandes ou responsabilités possibles existantes;

- d) a civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
la personne morale remplace la société dans les poursuites civiles, pénales ou administratives intentées par ou contre celle-ci;
- e) a conviction against the corporation may be enforced against the body corporate or a ruling, order or judgement in favour of or against the corporation may be enforced by or against the body corporate.
toute décision judiciaire ou quasi judiciaire rendue en faveur de la société ou contre elle est exécutoire à l'égard de la personne morale.

6. Mark (X) in the box beside the one statement that applies:
Cocher (X) la case correspondant à l'énoncé approprié :

- The corporation is applying to continue under the laws of another Canadian jurisdiction.
La société présente une demande de maintien en vertu des lois d'une autre autorité législative au Canada.
- The corporation is applying to continue under the laws of a jurisdiction outside Canada, and this application is accompanied by a legal opinion to the effect that the laws of the other jurisdiction meet the requirements set out in 181(9) of the Act.
La société présente une demande de maintien en vertu des lois d'une autorité législative à l'extérieur du Canada et la demande est accompagnée d'un avis juridique stipulant que les lois de l'autre autorité législative répondent à toutes les exigences énoncées au paragraphe 181(9) de la Loi.

7. This application has been authorized by a special resolution.
La présente demande a été autorisée par résolution spéciale.

8. This application is accompanied by consent from the Minister of Finance.
La présente demande est accompagnée du consentement émanant du ministère des Finances.

9. Mark (X) in the box beside the one statement that applies:
Cocher (X) la case correspondant à l'énoncé approprié :

- The corporation is offering securities to the public within the meaning of subsection 1(6) of the *Business Corporations Act* and consent from the Ontario Securities Commission accompanies this application.
La société offre des valeurs mobilières au public au sens du paragraphe 1(6) de la Loi sur les sociétés par actions et la demande est accompagnée du consentement écrit de la Commission des valeurs mobilières de l'Ontario.
- The corporation is not offering securities to the public within the meaning of subsection 1(6) of the *Business Corporations Act*.
La société n'offre pas de valeurs mobilières au public au sens du paragraphe 1(6) de la Loi sur les sociétés par actions.

The authorization of the Director for an application for continuance, if provided, expires six months after the date of endorsement of the authorization unless, within the six-month period, the corporation is continued under the laws of the other jurisdiction.

L'autorisation de la demande de maintien à l'extérieur de l'Ontario accordée par le directeur, le cas échéant, devient caduque six mois après la date de l'apposition de l'autorisation sur la demande, sauf si, au cours de cette période, la société est maintenue en vertu des lois de l'autre compétence législative.

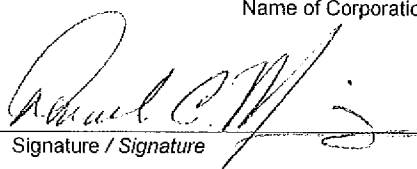
The corporation shall file with the Director a copy of the instrument of continuance issued to it by the other jurisdiction within sixty days after the date of issuance.

Dans les soixante jours de la date d'émission, la société doit déposer auprès du directeur un exemplaire de l'acte de maintien émis par l'autre compétence législative.

This application is signed in duplicate.
La présente demande est signée en double exemplaire.

ITML HORTICULTURAL PRODUCTS INC.

Name of Corporation / Dénomination sociale de la société

By/Par: 
Signature / Signature

Director
Description of Office / Fonction



NUANS® Pre-Search Results

- Results 1-5 of exactly 5 names : (ITML HORTICULTURAL)

Name	Jur-No.	Date	Additional Information
ITML HORTICULTURAL PRODUCTS INC	ON-0001703933	2006No01	2006De27 Bus_Corp Amlgmdt BRANTFORD
ITML HORTICULTURAL PRODUCTS INC	ON-0001704395	2006De27	2007Ja09 Bus_Corp Amlgmdt BRANTFORD
✓ ITML HORTICULTURAL PRODUCTS INC	ON-0001722150 CA	2007Ja09	2007Au09 FD_Share Active TORONTO
✓ ITML HORTICULTURAL PRODUCTS INC	CD-0004437284	2007Jl24	CBCA Active TORONTO
ITML HORTICULTURAL PRODUCTS INCORPORATED	ON-0000124595	1963Mr06	2006No01 Bus_Corp Amlgmdt BRANTFORD

1

Results Page Navigator

Database Update Dates:

Alberta Business 2008-12-01 | Alberta Corporate 2008-12-01 | British Columbia Business 2008-11-28 | British Columbia Corporate 2008-12-02 | Federal Corporate 2008-11-30 | Manitoba 2008-11-21 | New Brunswick 2008-12-01 | Newfoundland and Labrador 2008-11-19 | Northwest Territories 2008-11-26 | Nova Scotia 2008-12-03 | Nunavut Business 2008-11-27 | Nunavut Corporate 2008-11-27 | Ontario Business 2008-11-29 | Ontario Corporate 2008-11-29 | Prince Edward Island 2008-11-26 | Quebec N/A | Saskatchewan 2008-12-03 | Trade-marks 2008-12-02 | Yukon 2008-12-01 | Proposed Names Current to: 2008-12-03 15:24

Date Modified: 2008-12-12