

11-30-1999



101209525

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MD 11/16/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/29/1999 DMGUYEN 00000101 637027

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
250.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 001993 FRAME: 0063

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="637,027"/>	<input type="text" value="726,420"/>	<input type="text" value="1,308,488"/>
<input type="text" value="1,526,257"/>	<input type="text" value="1,613,425"/>	<input type="text" value="1,616,324"/>
<input type="text" value="1,626,498"/>	<input type="text" value="1,636,577"/>	<input type="text" value="1,909,628"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Candace Lynn Bell

Name of Person Signing



Signature

11/18/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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*State of New York }
Department of State }^{ss:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on SEP 29 1999



A handwritten signature in black ink, appearing to read "J. Leub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

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CERTIFICATE OF MERGER

of

NU-GRO TECHNOLOGIES, INC.,
a New York corporation

and

NU-GRO AMERICA CORP.,
a Delaware corporation

into

NU-GRO AMERICA CORP.,
a Delaware corporation

(Under Section 907 of the Business Corporation Law of the State of New York)

It is hereby certified, upon behalf of Nu-Gro Technologies, Inc., a New York corporation, and Nu-Gro America Corp., a Delaware corporation, herein named as follows:

1. The name of the foreign constituent corporation, which is to be the surviving corporation, is Nu-Gro America Corp. (the "Delaware Corporation"), a Delaware corporation. The date upon which its Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is July 23, 1998.

2. The name of the domestic constituent corporation, which is being merged with and into the Delaware Corporation, is Nu-Gro Technologies, Inc. (the "New York Corporation"). The date upon which its Certificate of Incorporation was filed with the Secretary of State of the State of New York is October 23, 1995. The name under which the New York Corporation was incorporated is Nu-Gro Corporation.

3. The effective date (the "Effective Date") of this merger shall be October 1, 1999.

4. The Board of Directors of the New York Corporation and the Board of Directors of the Delaware Corporation have each duly approved, adopted, certified, executed, and acknowledged a Plan and Agreement of Merger setting forth the terms and conditions of the merger. The merger is permitted under the jurisdiction of incorporation of the foreign constituent corporation.



5. The merger was authorized in respect of the New York Corporation by the unanimous written consent of the holders of all of the outstanding shares of the New York Corporation entitled to vote on the Plan and Agreement of Merger.

6. No application for authority to do business in the State of New York has been filed by the Delaware Corporation. The Delaware Corporation will not do business in the State of New York until an application for such authority has been filed by the Secretary of State of the State of New York.

7. The Delaware Corporation hereby states and agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the New York Corporation and for the enforcement of the right of shareholders of the New York Corporation to receive payment for their shares against the Delaware Corporation.

8. Subject to the provisions of section 623 of the Business Corporation Law of the State of New York, the Delaware Corporation will promptly pay to the shareholder(s) of the New York Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the right of shareholders to receive payment for their shares.

9. The Secretary of State of the State of New York is hereby designated as agent for the Delaware Corporation upon whom process against it may be served in any action or proceeding. The post office address to which the Secretary of State shall mail a copy of any process served upon it is:

Nu-Gro America Corp.
10 Craig Street
Brantford, Ontario, Canada N3R 7J1

10. The New York Corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance, which are due and payable by it as of the Effective Date of the merger have been paid and that an estimated cessation franchise tax report through the Effective Date of the merger has been filed. The Delaware Corporation will, within thirty days after the filing of the certificate of merger, file the final cessation franchise tax report and promptly pay to the Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the New York Corporation.

11. The authorized stock of the New York Corporation consists of two hundred (200) shares, all of which are common shares of one class and are entitled to vote, of which one hundred sixty (160) shares have been duly issued and are now outstanding.

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12. The authorized stock of the Delaware Corporation consists of three thousand (3,000) shares, all of which are common shares of one class and are entitled to vote, of which one hundred (100) shares have been duly issued and are now outstanding.

13. The Certificate of Incorporation of the Delaware Corporation as of the Effective Date of the merger shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on this 28 day of September, 1999.

NU-GRO TECHNOLOGIES, INC., a
New York corporation

By: 
John D. Hill, President

NU-GRO AMERICA CORP., a
Delaware corporation

By: 
John D. Hill, President

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CERTIFICATE OF MERGER
OF
NU-GRO TECHNOLOGIES, INC.
AND
NU-GRO AMERICA CORP.
INTO
NU-GRO AMERICA CORP.

Section 907 of the Business Corporation Law

EFF 10/1/95

RECEIVED

SEP 29 2 12 PM '95

Filer: Kavinoky & Cook
120 Delaware Avenue
Buffalo, NY 14202
Cust. Ref#391701GIR

DRAWDOWN

1.00
STATE OF NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
FILED SEP 29 1995
TAXS _____
BY: _____

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090929000953

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NU-GRO TECHNOLOGIES, INC.", A NEW YORK CORPORATION, WITH AND INTO "NU-GRO AMERICA CORP." UNDER THE NAME OF "NU-GRO AMERICA CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 1999.

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



2924275 8100M

991413421

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0002696

DATE: 09-30-99

TRADEMARK

REEL: 001993 FRAME: 0071

CERTIFICATE OF MERGER

OF

**NU-GRO TECHNOLOGIES, INC.,
a New York corporation**

INTO

**NU-GRO AMERICA CORP.,
a Delaware corporation**

(Pursuant to Section 252 of the Delaware General Corporation Law)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein are:

(i) NU-GRO AMERICA CORP., which is incorporated under the laws of the State of Delaware; and

(ii) NU-GRO TECHNOLOGIES, INC., which is incorporated under the laws of the State of New York.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein is Nu-Gro America Corp., a Delaware corporation, which shall continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Nu-Gro America Corp. as of the effective date of the merger shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Nu-Gro America Corp.
10 Craig Street
Brantford, Ontario N3R 7J1

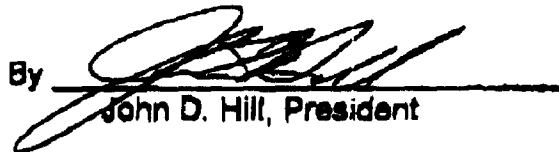
6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of any of the aforesaid constituent corporations.

7. The authorized capital stock of Nu-Gro Technologies, Inc. is 200 shares, all of which are common shares of one class, of which 160 are issued and outstanding.

8. The effective date of the merger shall be October 1, 1999.

Dated: September 20, 1999

NU-GRO TECHNOLOGIES, INC.

By 
John D. Hill, President

NU-GRO AMERICA CORP.

By 
John D. Hill, President

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