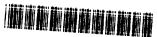
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
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Address filme 2)	Domestic F	Representative Name and Addres	S Enter for the first Receiving Part	y only.
Address (line 2)	Name	JUSEPH R. DREITLER,	Esq.	
Address (line 3) COLUMBUS, OHIO 43216-1008  Address (line 4) COrrespondent Name and Address  Name JOSEPH R. DREITLER, ESQ.  Address (line 1) VORYS SATER SEYMOUR and PEASE LLP  Address (line 2) 5.2 EAST GAY STREET  Address (line 2) COLUMBUS, OHIO 43216-1008  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) wark it additional numbers attached Enter either the Trademark Application Number(s) registration Number(s) Registration Number(s)  Trademark Application Number(s) Registration Number(s)  Enter either the Trademark Application Number ge the Registration Number (DO NOT ENTER BOTH Jumbers for the same property).  Trademark Application Number(s)  Registration Number(s)  285, 292, 341,804, 563,909  341,804, 563,909  341,804, 575,765  Number of Properties  Enter the total number of properties involved. # 71  Fee Amount  Fee Amount for Properties Listed (37 CFR 3.41): \$ 1790.00  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: ves 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.	Address (line 1)	VORYS, SATER, SEYMOUR	and PEASE LLP	
Address (line 4)  Correspondent Name and Address Area Code and Telephone Number 6/4 464-6383  Name JOSEPH R. DREITLER ESQ.  Address (line 1) VORYS SATER SEYMEUR AND PEASE LLP  Address (line 2) CAST GAY STREET  Address (line 3) COLUMBUS OFFIC 433/6-1008  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) Vark if additional numbers attached Enter either the Trademark Application Number(s) Registration Number(s)  Trademark Application Number(s) Registration Numb	Address (line 2)	52 EAST GAY STREE	7	
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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.  To sept Me, Her pay Results 3-4-98		Authorization	n to charge additional fees: Yes	No No
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	epresentative Name a	and Address Enter for the first Rec	ceiving Party only.
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Trademark Application Number(s)	Registration Number(s)
	1,117,403 [1,296,682] [1,452,718]
	1,135,940 1,299,042 1,467,832
	1,135,941 1,410,030 4507,221
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917, 448 983,596 1,071,232	ا	
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	1,769,579	1,791,178 [1,800,363]
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	1,786,949	1,800,362 1,854,253
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Number of Properties Enter	the total number of properties involved.	#
Fee Amount Fee A	mount for Properties Listed (37 CFR 3.41):	\$
Method of Payment: Deposit Account	Enclosed Deposit Account	
(Enter for payment by deposit accour	nt 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.		
Name of Person Signing	Signature	Date Signed



Columbus, Ohio 41296 0418 Form MER (July 1994)

Approv	ed	1
Date	,	
Fee 7		

## CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

A.	The name of the entity surviving the merger is:
-	The Scotts Company
(if the sur	viving entry is an Ohio limited partnership or qualified foreign limited partnership, its registratio, number must be provided)
B.	Name change: As a result of this merger, the name of the surviving entity has been changed to the following: $N/A$
	only if the name of surviving entity is changing through the marger)
C.	
<b></b>	The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)
[7]	Domestic (Ohio) corporation
[ ]	Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of and licensed to transact business in the state of Ohio.
[]	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio
[ ]	Domestic (Ohio) limited liability company
1)	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of, and registered to do business in the state of Ohio.
[]	Foreign (Non-Ohio) limited liability company organized under the laws of the scate/country of, and NOT registered to do business in the state of Ohio.
[]	Domestic (Ohio) limited partnership, registration number

	Table 1	Foreign (Non-Ohio) li state/country of business in the state of	mited partnership organii f Ohio, under registration	, and re	egistered to do
	[ ]	Foreign (Non-Ohio) li state/country of Ohio.	imited pagnership organi	zed under the la registered to d	ws of the business in the state of
II.	Merg	ing Entities			
each ei 14ú kem, p	atity, o	ther than the survivor.	I state/country of incorpo which is a party to the mi- making his reports or foreign qualify	erger are as foll	OWS: Of immifficient space to cover
Name		State/	Country of Organization	Type of Entity	
Q.M.	Sco	tt & Sons Compa	ny Delaware	Corpo	oration
III.	Mer	ger Agreement on File			
	Mer <sub>l</sub>	ger Agreement on File		from whom/wl	
	Mer <sub>l</sub>	ger Agreement on File name and mailing adore y of the agreement of m	ess of the person or entity terger upon written requ Address	from whom/wiest:	hich eligible persons ma
obtain	Merg The racopy	ger Agreement on File name and mailing adore y of the agreement of m	ess of the person or entity terger upon written requ Address 14111 Scotts	from whom/wl est: slawn Road	hich eligible persons ma
obtain	Merg The racopy	ger Agreement on File  name and mailing adore  y of the agreement of m	Address  14111 Scotts  (street and number) Marysville,	from whom/whest: Slawn Road Ohio 430	hich eligible persons ma
obtain	Merg The n a copy Nam aig I	ger Agreement on File  name and mailing adore  y of the agreement of m	ess of the person or entity terger upon written requ Address 14111 Scotts	from whom/whest: Slawn Road Ohio 430	hich eligible persons ma
obtain <u>Cra</u>	Mery The nacopy Namaig I	ger Agreement on File name and mailing adore y of the agreement of mile.  No. Wallow	Address  14111 Scotts  (street and number)  Marysville, (city, village or town	from whom/whest: Slawn Road Ohio 430	hich eligible persons ma
Cra	Mery The n a copy Nam a i.q   E  Effe This	ger Agreement on File  name and mailing adore  y of the agreement of m  te  O. Wallov  ctive Date of Merger  m rger is to be effectiv  Sout. 30, 199	Address  14111 Scotts  (street and number) Marysvillo, (city, village or town	from whom/whest:  Slawn Road Ohio 430  Ship) (state)	hich eligible persons ma

STREET S

#### V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

#### VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address	
N/A		
	(complete arest sidiress)	
	(city, village or transity) (tip code)	

(This item MUST be completed if the surviving entity is a foreign emity which is not licensed, régistered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

N/A		
	-	
Signature of Agent		

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

#### VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

### VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

# 1X. Qualification or Licensure of Foreign Surviving Entity

N/A		( street and number)
oltar villa a	:	, Ohio( zip code)
eny, vinage or townsh.	ip)	( Zip cede)
found, if the corporation if the corporation is a second contract of the corporation in the corporation is a second corporation in the corporation in the corporation is a second corporation in the corporation in the corporation is a second corporation in the corporation in the corporation is a second corporation in the corporation in the corporation is a second corporation in the corporation in the corporation is a second corporation in the corpo	oration, lired to do so se or regis	eservice of process upon the Secretary of State if the agent cannot be mited liability company or limited partnership fails to designate another or if the corporation's, limited liability company's, or limited tration to do business in Ohio expires or is cancelled.
D. The qu	iainying er	ntity also states as follows: (complete only if applicable)
1.	(If th	ign Qualifying Limited Liability Company e qualifying entity is a foreign limited liability company, the following mation must be completed)
	a.	The name of the limited liability company in its state of organization/registration isN/A
	<b>b</b> .	The name under which the limited liability company desires to transac business in Ohio is N/A
	c.	The limited liability company was organized or registered on under the laws of the state/country of

11:22:4

a. b.	The name of limited partnership is N/A
	The limited partnership was formed on N/A
	under the laws of the state/country of
c.	The address of the office of the limited partnersh. $\rho$ in its state/country of organization is $N/N$
d.	The limited partnership's principal office address isN/A
e.	The names and business or residence addresses of the GENERAL partners of the partnership are as follows:
	Name Address
	N/A
	(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)
f.	The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:
	N/A

The  $a_i \in \mathcal{A}$  asigned constituent entities have caused this certificate of marger  $a_i$  be sign. The duly authorized  $a_i$  inverse, partners and representatives on the date(s) stated below.

The Year's dampany Th	e O.M. Scott & Sora Company
exact name of entity	
By: Chairman and Chief Executive Officer	By: Chairman and C. af Except
Date: 9/1:/94	Date: $9/2:/9$
The Scotts Company	The O.MScote & Coms Compa
exact name of entity	exact name of entity
By: Men leveller Its: Secretary	By: Acret dry
Date: 9/31/94	Date: 9/21/94
exact name of entity	exact name of entity
By:	Ву:
Its:	lts:
Date:	Date:
exact name of entity	exact name of entity
Ву:	$R_{V}$ .
Its:	By: Its:
Date:	Date:
exact name of entity	exact name of entity
By:	Ry:
Date:	Date:

(Please note that the chairman of the board, the president, who president, secretary or an assistant secretary must sign on behalf of each constituent, who is the following constituent for the second partner must sign on behalf of each constituent limited pertnership; If insufficient space for signature, a separate sheet should be strong or eacher a such signatures)