

11-18-1998

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R SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **MRS**
10-27-98
 STERN'S MIRACLE-GRO PRODUCTS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of New Jersey
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 SCOTT'S MIRACLE-GRO PRODUCTS INC.
 800 Port Washington Boulevard
 Port Washington, New York 11050

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Ohio
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 31, 1995

Domestic representative is attached: Yes No
 Additional name(s) & address(es) attached? Yes No

4. (A.) Trademark Application No.(s)
 74/564632
 74/676419

10-27-1998
 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #39

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)
 1812660
 1846110
 1892516

5. Correspondence should be mailed to:
VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
 150 East 42nd Street
 New York, New York 10017

11/17/1998 SBURMS 00000137 74564632

01 FC:481 40.00 OP
 02 FC:482 100.00 OP

6. Total number of applications and registrations involved:..... **5**

7. Total fee (37 CFT 3.41): \$ 140.00
 Enclosed
 (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)
 Authorized to be charged to deposit account
 Deposit account number: 01-0035
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM 10/27/98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments and documents: **5**

MGF
FILED

CERTIFICATE OF MERGER

OF

AUG 31 1995

STERN'S MIRACLE-GRO PRODUCTS, INC.

LONNA R. HOOKS
Secretary of State

INTO

1041403

SCOTTS' MIRACLE-GRO PRODUCTS, INC.

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Stern's Miracle-Gro Products, Inc.	New Jersey
Scotts' Miracle-Gro Products, Inc.	Ohio

ARTICLE TWO

The laws of Ohio, the state under which such foreign corporation is organized, permit such merger and that the applicable provisions of the laws of said jurisdiction under which such foreign corporation was organized have been, or upon compliance with filing and recording requirements will have been, complied with.

ARTICLE THREE

The name of the surviving corporation shall be Scotts' Miracle-Gro Products, Inc. and it shall be governed by the laws of the State of Ohio.

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TRADEMARK

REEL: 1814 FRAME: 0668

ARTICLE FOUR

The following plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized: see Attachment A, Agreement and Plan of Merger.

ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote thereon, and if the shares of any class or series are entitled to vote thereon as a class, the designation and number of shares of each such class or series, is as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Entitled To Vote</u>	<u>Designation of Class of Series Entitled To Vote as a Class (if any)</u>	<u>Number of Shares of Such Class or Series (if any)</u>
Stern's Miracle-Gro Products, Inc.	100	Common, Voting	20,000
Scotts' Miracle-Gro Products, Inc.	1,000	Common, Voting	1,000

ARTICLE SIX

The merger was adopted by the shareholders Stern's Miracle-Gro Products, Inc. and Scotts' Miracle-Gro Products, Inc. by unanimous written consent of all shareholders of each constituent corporation.

ARTICLE SEVEN

Scotts' Miracle-Gro Products, Inc., the surviving corporation to this merger, hereby agrees that if it is to transact business in the State of New Jersey, it shall comply with the provisions of the Business Corporation Act of New Jersey, with respect to foreign corporations, and whether or not it is to transact business in New Jersey, agrees that:

1. It may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of New Jersey or any foreign corporation, previously amenable to suit in New Jersey, which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of New Jersey against the surviving corporation; and,

2. The Secretary of State of the State of New Jersey shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the post office address to which the service of process in any such proceeding shall be mailed is 14111 Scottslawn Road, Marysville, Ohio 43041.

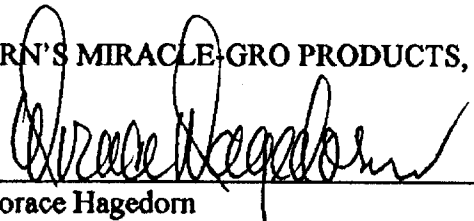
3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of New Jersey which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

4. This merger is to be effective at 5:00 p. m. on the 31st day of August, 1995.

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its duly authorized officers as of the 30th day of August, 1995.

STERN'S MIRACLE-GRO PRODUCTS, INC.

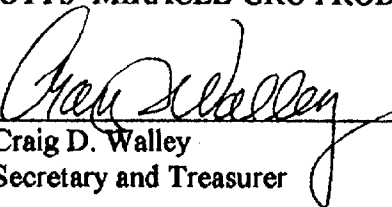
By



Horace Hagedorn
Chairman and Chief Executive Officer

SCOTT'S MIRACLE-GRO PRODUCTS, INC.

By



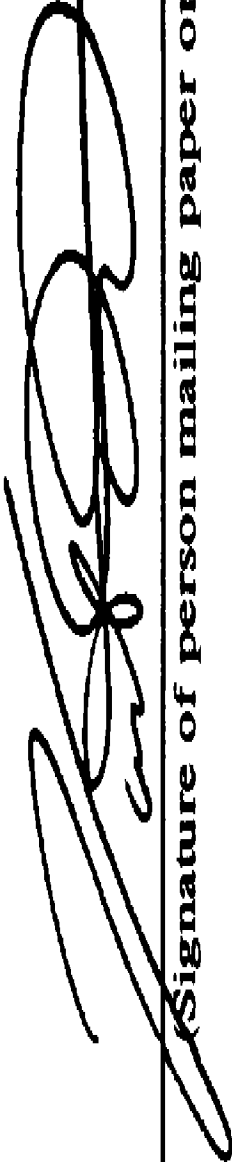
Craig D. Walley
Secretary and Treasurer

"EXPRESS MAIL" Number E1828170032US
Date of Deposit October 27, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and addressed to: Commissioner of Patents and Trademarks, U.S. Patent & Trademark Office, Washington, D.C. 20231

VICTOR M. TANNENBAUM

(Type or printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)