



05-20-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARK FEE PROCESS.

RECEIVED
Original documents or copy thereof.

MAY 20 P 1:05

To the Honorable Commissioner

1. Name of conveying party(ies):
Zema Acquisition Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____

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

2. Name and address of receiving party(ies):
Name: Zema Corporation
Internal Address: _____
Street Address: 6514 Chapel Hill Road
City: Raleigh State: NC ZIP: 27607

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 19, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No. (s)
B. Trademark registration No. (s)
DOG BREATH 1,277,491

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lynne Benson
Internal Address: DYER ELLIS & JOSEPH

Street address: 600 New Hampshire Ave. NW, Suite 1100

City: Washington State: DC ZIP: 20037

6. Total number of application and registrations involved: 14

7. Total fee (37 CFR 3.41): \$ 365
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Robert J. Elfenbaum
Name of Person Signing

Robert J. Elfenbaum
Signature

5-19-98
Date

Total number of pages comprising cover sheet: 2

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-8513

06/04/1998 JSHABAZZ 00000221 1277491

01 FC:481
02 FC:482

40.00 DP
325.00 DP

TRADEMARK
REEL: 1736 FRAME: 0361

SCHEDULE I**ADDITIONAL TRADEMARK REGISTRATIONS**

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
EQUITEC	1,998,570	09/03/96
GLOSSY COAT	1,848,959	08/09/94
LATHER-PACK	2,025,803	12/24/96
PET LOGS	1,662,967	10/29/91
PRO-ZEMA	1,526,464	02/28/89
PULVEX	1,902,294	07/04/95
PULVEX CHRYSANTHEMUM EXTRACT	2,006,702	10/08/96
SHUN	698,781	06/07/60
SPOT NOT	1,817,660	01/25/94
VITA-VURA	2,031,022	01/14/97
ZEMA	1,317,566	02/05/85
ZEMA	883,989	01/13/70
ZEMA KIL-A-MITE	1,435,257	04/07/87

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TRADEMARK
REEL: 1736 FRAME: 0362

State of Delaware

Office of the Secretary of State

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 INCORPORATION OF "ZEMA ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 1995, AT 3 O'CLOCK P.M.



Edward J. Freel
Secretary of State

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TRADEMARK
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CERTIFICATE OF INCORPORATION
OF
ZEMA ACQUISITION CORPORATION

THE UNDERSIGNED, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the Corporation is Zema Acquisition Corporation.

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The Corporation is formed for the following purposes:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

To have all of the powers conferred upon corporations organized under the provisions of the General Corporation Law of the State of Delaware to carry out the powers expressed above.

FOURTH: The Corporation shall have perpetual existence.

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

Linda K. Rosenthal
Dyer, Ellis, Joseph & Mills
600 New Hampshire Avenue, N.W.
Washington, D.C. 20037

SIXTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of common stock with a par value of One Cent (\$0.01) per share. The aggregate amount of all the authorized shares of common stock of the Corporation is \$10,000.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented. No election of directors need be by written ballot.

EIGHTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

NINTH: The power to amend, alter or repeal the By-Laws of the Corporation is vested in the Board of Directors of the Corporation; provided that this provision shall not divest or limit the power of the stockholders to adopt, amend or repeal the By-Laws.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Incorporation, and does hereby acknowledge that this instrument constitutes her act and deed and that the facts stated herein are true.

Dated: April 18, 1995


Linda K. Rosenthal
Incorporator

Office of the Secretary of State

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 RESTATED CERTIFICATE OF "ZEMA ACQUISITION CORPORATION", CHANGING ITS NAME FROM "ZEMA ACQUISITION CORPORATION" TO "ZEMA CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 1995, AT 4:30 O'CLOCK P.M.



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TRADEMARK
05-07-98
REEL: 1736 FRAME: 0366

5-10-95

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ZEMA ACQUISITION CORPORATION**

Zema Acquisition Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Act"), hereby certifies as follows:

1. The name of the Corporation is Zema Acquisition Corporation. The Corporation was originally incorporated pursuant to a Certificate of Incorporation filed pursuant to the Act on April 18, 1995.

2. Pursuant to Sections 242 and 245 of the Act, this Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Certificate of Incorporation of the Corporation to read as follows:

FIRST: The name of the Corporation is Zema Corporation.

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The Corporation is formed for the following purposes:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

To have all of the powers conferred upon corporations organized under the provisions of the General Corporation Law of the State of Delaware to carry out the powers expressed above.

FOURTH: The Corporation shall have perpetual existence.

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

Linda K. Rosenthal
Dyer, Ellis, Joseph & Mills
600 New Hampshire Avenue, N.W.
Washington, D.C. 20037


SIXTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of common stock with a par value of One Cent (\$0.01) per share. The aggregate amount of all the authorized shares of common stock of the Corporation is \$10,000.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented. No election of directors need be by written ballot.

EIGHTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

NINTH: The power to amend, alter or repeal the By-Laws of the Corporation is vested in the Board of Directors of the Corporation; provided that this provision shall not divest or limit the power of the stockholders to adopt, amend or repeal the By-Laws.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its President, Hal K. Bowman, this 15th day of May 1995.



Hal K. Bowman, President

ATTEST:



Dorothy M. Jackson, Secretary