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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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TRADEMARK FEE PROCESS.
RECEIVED

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

MAY 20 P 1:05

1. Name of conveying party(ies):
Mardel 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: Mardel Laboratories, Inc.
 Internal Address: _____
 Street Address: 1958 Brandon Court
 City: Glendale Heights State: IL ZIP: 60139

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)
05/05/1998 DCDATES 00000262 1926200
01 FC:481 40.00 OP
02 FC:482 1525.00 OP

B. Trademark registration No.(s)
 A.C.T. 1,926,200

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: 62

7. Total fee (37 CFR 3.41): \$ 1,565
 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. Elfanbaum
 Name of Person Signing

Robert J. Elfanbaum
 Signature

5-19-98
 Date

Total number of pages comprising cover sheet: 4

Mail documents to be recorded with required cover sheet information to: Assistant Commissioner for Trademarks
 Box Assignments
 2900 Crystal Drive
 Arlington, VA 22202-8513

TRADEMARK
 REEL: 1736 FRAME: 0981

SCHEDULE I

ADDITIONAL TRADEMARK REGISTRATIONS

Page 1 of 3

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ACCIDENTS HAPPEN	1,665,393	11/19/91
AQUALAB	1,500,368	08/16/88
AQUALAB	2,032,093	01/21/97
ASK YOUR PET SHOP WHY	1,879,021	02/14/95
BIG BIX	1,981,654	06/18/96
BOOMERS	1,878,263	02/07/95
BRITE N' CLEAR	1,362,760	10/01/85
BRITE N' SHINE	1,427,979	02/03/87
BUFFER-UP	1,608,688	08/07/90
BULLSEYE	2,076,033	07/01/97
CAGEGUARD	1,441,004	06/02/87
COPPERSAFE	1,453,782	08/25/87
CRITTER FRESH	1,909,686	08/08/95
CRITTER NEST	1,899,101	06/13/95
CRITTER VITES	1,889,584	04/18/95
CRITTER VITES PLUS	1,925,033	10/10/95
DERMASHELL	1,811,810	12/21/93
DRITAIL	1,467,935	12/08/87
FORMULA C/P	1,842,640	07/05/94
FORMULA V/M/A	1,864,504	11/29/94
FURABASE	1,388,785	04/08/86
FURAZITE	1,392,090	05/06/86
HERPCARE	2,068,027	06/03/97
ISOREP	1,811,812	12/21/93

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
KITTYSTARS	1,867,749	12/13/94
IM AND DESIGN	1,485,919	04/26/88
IMAR CHLOR	1,932,877	11/07/95
IMARACIDE	1,466,915	12/01/87
IMARACYN	921,839	10/12/71
IMARACYN-TWO	1,451,743	08/11/87
IMAROXY	1,435,277	04/07/87
IMARPLEX	1,601,718	06/19/90
IMITEGUARD	1,850,168	08/16/94
MULTIPET	1,464,227	11/10/87
NUTRIBIX	1,974,319	05/14/96
OCEAN BUFFET	1,687,293	05/12/92
OCEANSNAX	1,693,415	06/09/92
ODOR DISPOSERS	1,304,345	11/06/84
ORNABAC	1,284,948	07/10/84
ORNACYCLINE	1,441,005	06/02/87
ORNACYN	1,464,226	11/10/87
ORNACYN-PLUS	1,284,949	07/10/84
ORNALYTE	1,394,614	05/27/86
ORNASCALE	1,689,496	05/26/92
PETRX	1,807,837	11/30/93
PH-GUARD	1,609,503	08/14/90
PROMOLT	1,811,811	12/21/93
ROLLERS	1,865,386	11/29/94
SEA BITS	1,684,868	04/28/92
SEABOND	1,849,751	08/16/94
SEASNAX	1,683,474	04/14/92

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
STAY	1,441,742	06/09/87
TANK HARD +	2,053,530	04/15/97
TANK SOFT	2,049,908	04/01/97
TANKSAFE	1,453,783	08/25/87
THYRODINE	1,814,672	01/04/94
ULTRA SHIELD	1,885,740	03/28/95
VITAFLIGHT	1,313,051	01/08/85
WATERS OF THE WORLD	2,031,113	01/14/97
WHEN YOU CARE FOR PETS	1,325,091	03/12/85
WOUND RX	1,822,265	02/22/94

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TRADEMARK
REEL: 1736 FRAME: 0984

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 "MARDEL ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1997, AT 11 O'CLOCK A.M.

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TRADEMARK 07-98
REEL: 1736 FRAME: 0985

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CERTIFICATE OF INCORPORATION
OF
MARDEL 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 **MARDEL ACQUISITION CORPORATION** (the "Corporation").

SECOND: The name and address of the registered office of the Corporation within the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, DE, in the County of New Castle, in the State of Delaware 19801.

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:

Joseph S. Carlin
Dyer Ellis & Joseph
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 thousand (1,000) 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 \$10.00.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors that constitute the entire Board of Directors shall be fixed by, or in the manner provided in, the bylaws. The phrase "entire Board" shall mean the total number of directors that the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. The power to adopt, amend or repeal the bylaws of the Corporation may be exercised by the Board of Directors of the Corporation.


EIGHTH: 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.

NINTH: 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.

TENTH: From time to time, any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH.

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

Dated: September 23, 1997



Joseph S. Carlin
Incorporator

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:

"MARDEL LABORATORIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MARDEL ACQUISITION CORPORATION" UNDER THE NAME OF "MARDEL ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

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TRADEMARK
05-07-98
REEL: 1736 FRAME: 0989

905-97

**CERTIFICATE OF MERGER
OF
MARDEL LABORATORIES, INC.
INTO
MARDEL ACQUISITION CORPORATION**

Pursuant to Section 251(c) of the
Delaware General Corporation Law

Pursuant to the provisions of Section 251(c) of the Delaware General Corporation Law (the "DGCL"), Mardel Acquisition Corporation, a Delaware corporation, does hereby certify as follows:

FIRST: The names of the constituent corporations to the merger and their respective states of incorporation are as follows:

<u>Name of the Corporation</u>	<u>State of Incorporation</u>
Mardel Laboratories, Inc.	Delaware
Mardel Acquisition Corporation	Delaware

SECOND: The agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the merger is Mardel Acquisition Corporation.

FOURTH: The Certificate of Incorporation of Mardel Acquisition Corporation, the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation.

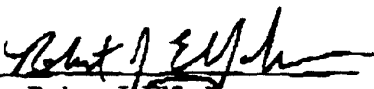
FIFTH: The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation. The address and principal place of business of the surviving corporation is:

Mardel Acquisition Corporation
1958 Brandon Court
Glendale Heights, Illinois 60139

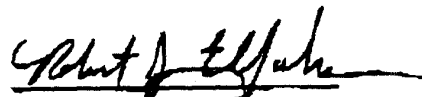
SIXTH: A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of constituent corporations.

IN WITNESS WHEREOF, Mardel Acquisition Corporation has caused this Certificate of Merger to be signed by its President and Secretary on the 25th day of September, 1997.

MARDEL ACQUISITION CORPORATION

By: 
Robert J. Elmanbaum
Vice President

ATTEST:


Robert J. Elmanbaum
Secretary

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 AMENDMENT OF "MARDEL ACQUISITION CORPORATION", CHANGING ITS NAME FROM "MARDEL ACQUISITION CORPORATION" TO "MARDEL LABORATORIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1997, AT 3 O'CLOCK P.M.

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TRADEMARK
05-07-98
REEL: 1736 FRAME: 0992

10-24-97

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
MARDEL ACQUISITION CORPORATION**

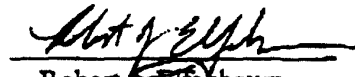
Pursuant to Section 242(b)(1) of the Delaware General Corporation Law (the "DGCL"), the undersigned, being the Vice President of Mardel Acquisition Corporation, does hereby certify that the following amendment to the Certificate of Incorporation is duly authorized in accordance with the provisions of Section 242(b)(1) of the DGCL.

1. Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is MARDEL LABORATORIES, INC. (the "corporation").

2. In all other ways, the Certificate of Incorporation shall remain unchanged.

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


Robert J. Elfanbaum
Vice President

Dated: October 24th 1997