

06-14-1999



ON FORM COVER SHEET
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To the Honorable

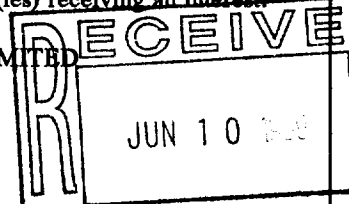
1. Name of Party

101063883

VIRBAC, INC.

2. Name and Address of Party(ies) receiving an interest:

AGRI-NUTRITION GROUP LIMITED
3200 Meacham Blvd.
Fort Worth, Texas 76137



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

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

6-10-99

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: March 5, 1999

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
75/653,803

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: A. F. David Steiner, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form 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.

A. F. David Steiner
Name of Person Signing

Signature

June 9, 1999
Date

Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

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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:

"VIRAC, INC. A DELAWARE CORPORATION WITH AND INTO "VIRAC CORPORATION LIMITED" UNDER THE NAME OF "VIRAC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MARCH, A.D. 1999, AT 1:31 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2344484 8100M

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AUTHENTICATION: 9612507

DATE: 03-05-99

**CERTIFICATE OF MERGER
OF
VIRBAC, INC.
INTO
AGRI-NUTRITION GROUP LIMITED**

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"), Agri-Nutrition Group Limited, 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>
Virbac, Inc.	Delaware
Agri-Nutrition Group Limited	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 Agri-Nutrition Group Limited.

FOURTH: The Certificate of Incorporation of Agri-Nutrition Group Limited, the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation, with the exception to Article FIRST which is amended to read in its entirety the following:

FIRST: The name of the Corporation is Virbac 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:

3200 Meacham Boulevard
Fort Worth, Texas 76137

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 either of the constituent corporations.

IN WITNESS WHEREOF, Agri-Nutrition Group Limited has caused this Certificate of Merger to be signed by its President and Secretary on the 5th day of March, 1999.

AGRI-NUTRITION GROUP LIMITED

By: 
Bruce G. Baker
President

ATTEST:


Robert J. Elfanbaum
Secretary