

06-15-1999

To the Assista
Please record the atta



marks:
copy thereof.

69-11-99
m26-11-99

1. NAME OF PARTY(IES) CONVEYING INTEREST:
Vetlife L.L.C.

101065420

(ES) RECEIVING AN INTEREST:

Name: Ivy Animal Health, Inc.

Internal Address: _____

Street Address: 8857 Bond Street

City: Overland Park State: KS

Zip: 66214

ENTITY:

Individual(s) Association

General Partnership Limited Partnership

Corporation State: _____

Other: Delaware limited liability company

ENTITY:

Individual(s) Association

General Partnership Limited Partnership

Corporation State: Delaware

Other: _____

3. INTEREST CONVEYED: Entire

Assignment

Security

Name Change

AND Merger

Other _____

If not domiciled in the United States, a domestic representative designation is attached: _____ Yes _____ No

(The attached document must not be an assignment)

4. Application no's or registration no's. Additional sheet attached? Yes _____ No

A. Trademark Application

B. Trademark Registration

No. See attached; filed _____

No. see attached; filed _____

No. _____; filed _____

No. _____; filed _____

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

John C. McMahon, Esq.
4700 Belleview, Suite 200
Kansas City, Missouri 64112

7. Amount of fee enclosed or authorized to be charged: \$ 240.00

(Check No. _____ enclosed)

6. Number of applications and registrations involved: 9

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): **FOR ANY ADDITIONAL FEES**
12-1660

06/14/1999 NTH011 00000203 129014

01 FC 481
02 FC 482

40.00 DP
200.00 DP

DO NOT USE THIS SPACE

9. Date of execution of attached document is: DEC 29, _____, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This document executed on: MAY 27, 1999.

29,415

John C. McMahon

Signature

Reg. No.

Name of Person Signing

4A ATTACHMENT

Pending U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
VETLIFE	129,014	July 2, 1996
DESIGN (COLOR CODING)	173,877	September 30, 1996

4B ATTACHMENT

Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
VETLIFE	1,865,145	November 29, 1994
MISCELLANEOUS DESIGN (TRIANGLE)	2,122,434	December 16, 1997
V NET	2,154,254	April 28, 1998
THE IMPLANT PROFESSIONALS	2,154,353	April 28, 1998
DESIGN (VETLIFE LOGO)	2,204,294	November 17, 1998
BENCHMARK	2,217,656	January 12, 1999
ENCORE	2,236,067	March 30, 1999

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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:

"IVY LABORATORIES, INC.", A DELAWARE CORPORATION,

"VETLIFE L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "IVY ANIMAL HEALTH, INC." UNDER THE NAME OF "IVY ANIMAL HEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 4 O'CLOCK P.M.



2881164 8100M

991146743

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9693226

DATE: 04-19-99

TRADEMARK
REEL: 001917 FRAME: 0421

**CERTIFICATE OF MERGER
OF
IVY LABORATORIES, INC.
AND
VETLIFE L.L.C.
WITH AND INTO
IVY ANIMAL HEALTH, INC.**

(Under Section 251 and 264 of the General Corporation Law of the State of Delaware)

It is hereby certified that:

1. The constituent business entities participating in the merger are:
 - (i) Ivy Animal Health, Inc., a Delaware corporation ("Ivy Animal");
 - (ii) Ivy Laboratories, Inc., a Delaware corporation and a wholly-owned subsidiary of Ivy Animal ("Ivy Laboratories"); and
 - (iii) VetLife L.L.C., a Delaware limited liability company and a wholly-owned subsidiary of Ivy Animal ("VetLife").
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Sections 251 and 264(c) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified shall be Ivy Animal Health, Inc. ("surviving corporation"), which will continue its existence as said surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Ivy Animal, as now in force and effect (the "Certificate of Incorporation"), shall continue to be the Certificate of Incorporation of said surviving corporation until amended or changed pursuant to the provisions of the General Corporation Law of the State of Delaware; provided however, that said Certificate of Incorporation shall be amended by deleting Article FOURTH thereof in its entirety and inserting the following:

"FOURTH: The total number of shares of common stock that the corporation shall have the authority to issue is twenty thousand (20,000) shares of Common Stock, without par value, which shall consist of ten thousand (10,000) shares of Class A Common Stock (the "Class A Stock"), without par value, and ten thousand (10,000) shares of Class B Common Stock (the "Class B Stock"), without par value.

As of December 31, 1998, each outstanding share of the corporation's Common Stock will without further action by the corporation or the holder thereof be deemed to be changed and reclassified into an equivalent number of shares of Class A Stock, and the 1,990 previously unissued shares of the corporation's Common Stock will without further action by the corporation be deemed to be changed and reclassified into an aggregate of 1,990 unissued shares of Class A Stock.

Except as otherwise provided herein, all shares of Class A Stock and Class B Stock will be identical and will entitle the holder thereof to the same rights, privileges and benefits.

1. Voting Rights. Except as otherwise required by law, the holders of Class A Stock will be entitled to one vote per share on all matters to be voted on by the corporation's stockholders, and the holders of Class B Stock will have no right to vote on any matters to be voted on by the corporation's stockholders.

2. Dividends. When and as dividends are declared thereon, whether payable in cash, property or securities of the corporation, the holders of Class A Stock and the holders of Class B Stock will be entitled to share equally, share for share, in such dividends; provided that if dividends are declared which are payable in shares of Class A Stock or Class B Stock, dividends will be declared which are payable at the same rate on both classes of stock, and the dividends payable in shares of Class A Stock will be payable to holders of Class A Stock and the dividends payable in shares of Class B Stock will be payable to holders of Class B Stock.

3. **Liquidation.** In the event of a liquidation, dissolution or winding up of the corporation, the holders of the Class A Stock and the holders of the Class B Stock will be entitled to share ratably, on a share-for-share basis, in all distributions made in connection with such liquidation, dissolution or winding up."

5. The executed Agreement of Merger between the aforesaid constituent entities is on file at the principal place of business of the surviving corporation, the address of which is as follows:

Ivy Animal Health, Inc.
8857 Bond Street
Overland Park, Kansas 66214

6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of Ivy Laboratories or Ivy Animal or to any member of VetLife.

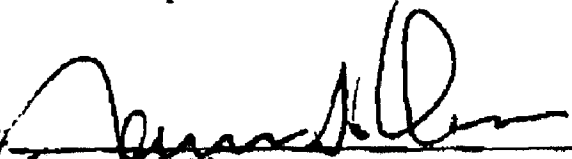
7. The effective date of the merger is December 31, 1998.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm and acknowledge that the statements contained herein have been examined by him and are true and correct.

Dated: December 29, 1998

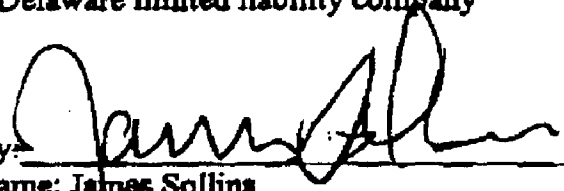
IVY ANIMAL HEALTH, INC.,
a Delaware corporation

By: 
Name: James Sollins
Title: President

IVY LABORATORIES, INC.,
a Delaware corporation

By: 
Name: James Sollins
Title: President

VETLIFE L.L.C.,
a Delaware limited liability company

By: 
Name: James Sollins
Title: Chairman