

09-09-1999

9-2-99  
SHEET

Docket No.:

ONLY

DOA480/ 5-081



Tab settings

To the Honorable Commissioner

101139466

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Doane Transition, L.L.C.

2. Name and address of receiving party(ies):

Name: Doane Pet Care Company

Internal Address:

Street Address: 210 Westwood Place South, Ste 300

City: Brentwood State: TN ZIP: 37027

- Individual(s)
- General Partnership
- Corporation-State Texas
- Other

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: 11-12-1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,119,773

Additional numbers

Yes  No

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

Name: John F. Woodson, II

Internal Address: Vinson & Elkins L.L.P.

2300 First City Tower

Street Address: 1001 Fannin Street

City: Houston State: TX ZIP: 77002

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0365

09/09/1999 NTHAI1 00000105 220365 1119773

DO NOT USE THIS SPACE

01 FC:481 40.00 CH

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.

John F. Woodson, II

Name of Person Signing

John F. Woodson II

Signature

9-2-1999

Date

Total number of pages including cover sheet, attachments, and

7



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

DOANE TRANSITION, L.L.C.  
a Texas limited liability company

with

DOANE PET CARE COMPANY  
a Delaware no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger

Filed                   NOVEMBER 12, 1998

Effective           NOVEMBER 12, 1998 11:07A.M.



---

*Alberto R. Gonzales*  
Secretary of State

NOV 12 1998

ARTICLES OF MERGER  
OF  
DOANE TRANSITION, L.L.C.  
WITH AND INTO  
DOANE PET CARE COMPANY

Corporations Section

*Pet Care of K*

Pursuant to Article 10.05 of the Texas Limited Liability Company Act, the undersigned corporation hereby adopts the following Articles of Merger to effect the merger (the "Merger") of Doane Transition, L.L.C., a Texas limited liability company ("Transition"), with and into Doane Products Company, a Delaware corporation formerly known as Doane Products Company ("Doane") and owner of all of the issued and outstanding capital stock of Transition.

1. The name of the parent corporation is Doane Pet Care Company, a Delaware corporation, and the name of the subsidiary entity is Doane Transition, L.L.C. a Texas limited liability company.
2. All of the issued and outstanding membership interests of Transition are owned by Doane. The membership interests are not divided into units or any other class or series.
3. Attached hereto as Exhibit A is a copy of resolutions adopted by Doane, the parent entity, on November 10, 1998 approving the merger of Transition into Doane.
4. The address of the registered office of Doane in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 in New Castle County, Delaware. The name of its registered agent as such address is The Corporation Trust Company.
5. The Merger shall be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998.
6. The surviving entity agrees to be responsible for the payment of all such fees and franchise taxes as may be due or required of the merging entities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this 10th day of November, 1998.

DOANE PET CARE COMPANY

By: \_\_\_\_\_



Thomas R. Heidental  
Secretary

**EXHIBIT A**

**DOANE PET CARE COMPANY  
SPECIAL MEETING OF  
THE BOARD OF DIRECTORS  
RESOLUTIONS OF MERGER**

**NOVEMBER 10, 1998**

The undersigned, the duly elected Secretary of Doane Pet Care Company, a Delaware corporation (the "Company"), hereby certifies that the following resolutions were approved by the Company through its Board of Directors (the "Board") at a duly convened special meeting of the Board, held by telephone on November 10, 1998, at which George B. Kelly, Chairman, Doug Cahill, Peter Grauer, Jeffrey Walker, Bob Robinson, Walid Mansur, Ray Chung and Stephen Sherrill were present.

**Merger of Doane Transition, L.L.C. with and into the Company**

WHEREAS, the Company is the owner of all of the issued and outstanding membership interests of Doane Transition, L.L.C., a Texas limited liability company ("Transition");

WHEREAS, the only class of equity interests in Transition consists of the membership interests held by the Company;

WHEREAS, Transition and the Company desire to merge Transition with and into the Company with the Company continuing as the surviving corporation.

BE IT THEREFORE RESOLVED, that the merger of Transition with and into the Company with the Company continuing as the surviving corporation is hereby approved; and be it further

RESOLVED, that the Merger be effected pursuant to Section 253 of the DGCL and Article 10.05 of the Texas Limited Liability Company Act (the "Act"); and be it further

RESOLVED, that the Merger be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998; and be it further

RESOLVED, that, pursuant to Section 251(d) of the DGCL, prior to the effectiveness of the Merger, the board of directors of the Company or Transition may terminate the Merger; and be it further

RESOLVED, that the officers of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with the DGCL and the Act.

RESOLVED, that any and all action taken by any proper officer of the Company prior to the date this Consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

Following the adoption of the foregoing resolutions, the Board adjourned.

Respectfully submitted by the undersigned as of the date first set forth above.

  
\_\_\_\_\_  
Thomas R. Heidenthal, Secretary

C:\MERGERSVART-LLC.A

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 MERGER, WHICH MERGES:

"DOANE TRANSITION, L.L.C.", A TEXAS LIMITED LIABILITY COMPANY,

WITH AND INTO "DOANE PET CARE COMPANY" UNDER THE NAME OF "DOANE PET CARE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1998, AT 10:01 O'CLOCK A.M.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2545217 8100M

981445917

AUTHENTICATION 9415532

DATE 11-19-98

**CERTIFICATE OF MERGER**

This Certificate of Merger is being filed by the undersigned corporation pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL") to effect the merger (the "Merger") of Doane Transition, L.L.C., a Texas limited liability company ("Transition"), with and into Doane Pet Care Company, a Delaware corporation formerly known as Doane Products Company ("Doane"). The undersigned certifies as follows:

1. The constituent entities are Doane Transition, L.L.C., a Texas corporation, and Doane Pet Care Company, a Delaware corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporation in accordance with Section 264 of the DGCL. The executed agreement of merger is on file at the offices of the surviving company, Doane Pet Care Company, 103 Powell Court, Suite 200, Brentwood, Tennessee 37027. The surviving entity shall furnish a copy of the agreement of merger, on request and without cost, to any stockholder of Doane and any member of Transition.
3. The surviving entity in the Merger is Doane Pet Care Company. The certificate of incorporation of the surviving entity in effect immediately prior to the Merger shall be the certificate of incorporation of the surviving entity after the Merger.

The Merger shall be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998. The Board of Directors of Doane may terminate the agreement of merger prior to the effectiveness of the Merger at the time set forth in the preceding sentence.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of this 10th day of November, 1998.

**DOANE PET CARE COMPANY**

By: 

**Thomas R. Heidenthal**  
**Senior Vice President**  
**Chief Financial Officer**

C:\MERGERS\MERG98A