

11-02-1999

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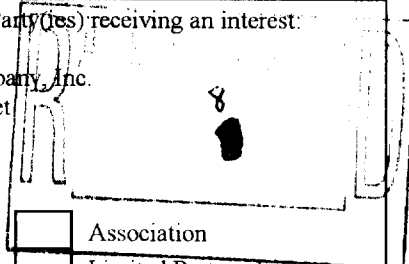
... document or copy thereof.

1. Name of Party(ies) conveying an interest:

Darling & Company

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

Darling-Delaware Company, Inc.
No. 100 West 10th Street
Wilmington, Delaware



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

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

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: December 27, 1993

4. Application number(s) or registration number(s). Additional sheet attached?

Yes X No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
517,063

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

Name: Harold E. Meier, 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.

Harold E. Meier
Name of Person Signing

Harold E. Meier
Signature

October 28, 1999
Date

Total number of pages including cover sheet 5

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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CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 DARLING & COMPANY,
 an Illinois corporation
 INTO
 DARLING-DELAWARE COMPANY, INC.,
 a Delaware corporation

Under Section 253 of the General Corporation
 Law of the State of Delaware

Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware (the "Delaware Law"), DARLING-DELAWARE COMPANY, INC., a Delaware corporation ("Darling-Delaware"), hereby certifies the following information relating to the merger of Darling & Company, an Illinois corporation and a wholly owned subsidiary of Darling-Delaware ("Darling Illinois") with and into Darling-Delaware:

1. Darling Illinois was incorporated on August 6, 1891 under the laws of the State of Illinois, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.
2. Darling-Delaware owns all of the issued and outstanding shares of each class of stock of Darling Illinois.
3. The Board of Directors of Darling-Delaware, by resolutions duly adopted on November 22, 1993, filed with the minutes of the Board, determined to merge Darling Illinois with and into Darling-Delaware (the "Merger") effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware. A copy of such resolutions is attached hereto as Exhibit A.
4. The Merger has been duly approved by the Board of Directors and the sole shareholder of Darling Illinois and a Plan of Merger has been adopted, approved, certified, executed and acknowledged by Darling Illinois in accordance with the laws of the State of Illinois, under which it was organized.
5. The surviving corporation of the Merger is Darling-Delaware.
6. Effective upon the filing of this Certificate of Ownership and Merger in accordance with Section 253 of the Delaware Law, the Certificate of Incorporation of Darling-Delaware is amended as follows:

ARTICLE ONE

The name of the corporation is Darling International Inc.

DATED this 27th day of December 1993.

DARLING-DELAWARE COMPANY, INC.,
a Delaware corporation

Attest: M. A. Reed
M. A. Reed
Assistant Secretary

By: John Stine
John Stine
Vice President

DARLING & COMPANY,
an Illinois Corporation

Attest: M. A. Reed
M. A. Reed
Assistant Secretary

By: John Stine
John Stine
Vice President

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DARLING-DELAWARE COMPANY, INC.
(the "Company")

Plan of Merger

RESOLVED, that the merger of Darling & Company ("Darling Illinois") with and into the Company with the Company as the surviving corporation (the "Merger") pursuant to the terms and subject to the conditions of that certain Plan of Merger (the "Plan of Merger") among the Company and Darling Illinois, which is hereby approved and adopted, be, and it hereby is, authorized and approved, subject to the approval thereof by the Stockholders, the requisite consent, if any, of the Senior Lenders and the satisfactory completion, at the discretion of the Chief Executive Officer of the Company, of all due diligence with respect thereto; and

FURTHER RESOLVED, that the Chief Executive Officer of the Company be, and he hereby is, authorized and directed, on behalf of the Company, to take all such action as is necessary to cause the merger of Fat People Transport, Inc. with and into Darling Illinois to have occurred immediately prior to the Merger; and

FURTHER RESOLVED, that the Plan of Merger be submitted to a vote of the Stockholders for their approval; and

FURTHER RESOLVED, that if the Stockholders shall not have voted on the Plan of Merger on or before December 8, 1993, the Chief Executive Officer of the Company be, and he hereby is, authorized, on behalf of the Company, to call a special meeting of the Stockholders for such purpose; and

FURTHER RESOLVED, that, subject to Stockholder approval of the Plan of Merger and the Consent of the Senior Lenders, the Chief Executive Officer, the President, any Vice President, the Secretary and any Assistant Secretary of the Company be, and each hereby is, severally authorized, on behalf of the Company, to execute and deliver the Plan of Merger in substantially the form approved by these resolutions, with such amendments or changes thereto as the officer so acting may approve, such approval to be conclusively evidenced by his execution and delivery of the same; and

FURTHER RESOLVED, that in connection with the execution of the Plan of Merger and the consummation of the Merger pursuant to the terms of the Plan of Merger, the aforesaid officers of the Company be, and each hereby is, severally authorized, on behalf of the Company, to execute and file in the office of the Secretary of State of Delaware the Certificate of Ownership and Merger, with such amendments and changes thereto as the officer so acting may approve, such approval to be conclusively evidenced by this execution and delivery of the same; and

FURTHER RESOLVED, that, subject to Stockholder approval of the Plan of Merger and the Consent of the Senior Lenders, and effective upon the filing of the Certificate of Ownership and Merger in accordance with Section 253 of the General Corporation Law of Delaware (the time of such filing being the "Effective Time"), Darling Illinois shall be merged with and into

the Company, the separate corporate existence of Darling Illinois shall cease, the Company shall continue as the surviving corporation, and all rights, franchises and interests of Darling Illinois and the Company, respectively, in and to every type of property, whether real, personal or mixed, shall be transferred to and vested in the Company by virtue of the Merger without any deed or other transfer (the Company as the surviving corporation after the Merger is sometimes referred to herein as the "Surviving Corporation"); and

FURTHER RESOLVED, that the Company's Certificate of Incorporation, as amended to date, be further amended so as to change the name of the Company to Darling International Inc., effective at the Effective Time; and

FURTHER RESOLVED, that at the Effective Time, by virtue of the Merger and without any action on the part of the Company, each outstanding share of Common Stock of Darling Illinois shall be cancelled and retired; and

FURTHER RESOLVED, that any and all actions by any of the aforesaid officers of the Company, for and on behalf of and in the name of the Company, with respect to the Plan of Merger or the Certificate of Ownership and Merger, be, and they hereby are, ratified, confirmed and approved in all respects and for all purposes; and

FURTHER RESOLVED, that the aforesaid officers of the Company be, and each hereby is, severally authorized, on behalf of the Company, to execute and deliver such documents, instruments and certificates as any such officer may deem necessary, desirable or advisable to consummate or evidence the Merger.

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