

04-05-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/04/2000 TTON11 00000209 022955 1841165 FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002043 FRAME: 0761

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,841,165"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

MARY-ELLEN M. DEVLIN

Name of Person Signing



Signature

02/16/00

Date Signed

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:

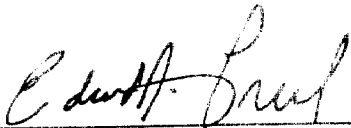
"BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC.", A IOWA CORPORATION,

WITH AND INTO "BOEHRINGER INGELHEIM VETMEDICA, INC." UNDER THE NAME OF "BOEHRINGER INGELHEIM VETMEDICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0223345

01-28-00

TRADEMARK
REEL: 002043 FRAME: 0763

12-14-98

CERTIFICATE OF MERGER

**MERGING
BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC.
WITH AND INTO
BOEHRINGER INGELHEIM VETMEDICA, INC.**

BOEHRINGER INGELHEIM VETMEDICA, INC. DOES HEREBY CERTIFY:

FIRST: That Boehringer Ingelheim Vetmedica, Inc., hereinafter sometimes referred to as the "Surviving Corporation", is a corporation organized and existing under the laws of the State of Delaware.

SECOND: That Boehringer Ingelheim/NOBL Laboratories, Inc., hereinafter sometimes referred to as the "Absorbed Corporation", is a corporation organized and existing under the laws of the State of Iowa with an authorized capital stock of 2,000,000 Shares Common Stock.

THIRD: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by both Boehringer Ingelheim Vetmedica, Inc. and Boehringer Ingelheim/NOBL Laboratories, Inc., hereinafter collectively referred to as the "Constituent Corporations", in accordance with Section 252 of the General Corporation Law of Delaware.

FOURTH: That the Constituent Corporations are both wholly owned subsidiaries of Boehringer Ingelheim Corporation which duly approved the agreement of merger by written consent.

FIFTH: That the agreement of merger provides that on the effective date of the merger, Boehringer Ingelheim Vetmedica, Inc. shall merge into itself Boehringer Ingelheim/NOBL Laboratories, Inc. and Boehringer Ingelheim/NOBL Laboratories, Inc. shall merge with and into Boehringer Ingelheim Vetmedica, Inc., which shall be the Surviving Corporation.

SIXTH: That the name of the Surviving Corporation resulting from the merger shall be "Boehringer Ingelheim Vetmedica, Inc."

SEVENTH: That the certificate of incorporation of Boehringer Ingelheim Vetmedica, Inc., as in effect on the effective date of the merger, shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation.

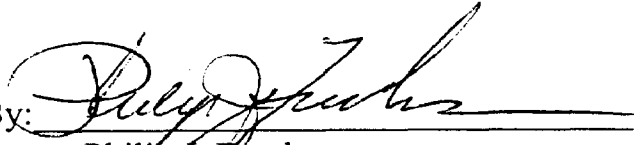
EIGHTH: That the effective date of the merger is January 1, 1999.

NINTH: That the executed agreement of merger is on file at the principal place of business of the Surviving Corporation, Boehringer Ingelheim Vetmedica, Inc., at 2621 North Belt Highway, St. Joseph, Missouri 64506-2002.

TENTH: That a copy of the agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

IN WITNESS WHEREOF, said Boehringer Ingelheim Vetmedica, Inc. has caused this Certificate to be signed by its duly authorized Vice President and Secretary, on behalf of said corporation and said Vice President and Secretary declares that the facts stated herein are true as of this 9th day of December, 1998.

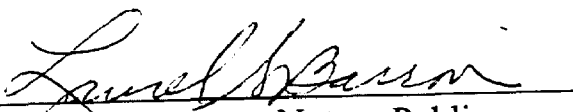
BOEHRINGER INGELHEIM VETMEDICA, INC.

By: 
Philip J. Franks
Vice President and Secretary

State of Connecticut)
) ss: Ridgefield
County of Fairfield)

Personally appeared before me the above-named Philip J. Franks, known to me to be the same person who executed the foregoing instrument and to be the Vice President and Secretary of Boehringer Ingelheim Vetmedica, Inc., and acknowledged to me that he executed the same as his free act and deed and the free act and deed of the above-mentioned corporation.

Subscribed and sworn to before me on December 9, 1998.


Laurel S. Barron, Notary Public
My Commission Expires June 30, 2001

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ARTICLES OF MERGER
MERGING

DEC 14 1998
SECRETARY OF STATE

BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC.
WITH AND INTO
BOEHRINGER INGELHEIM VETMEDICA, INC.

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The following Articles of Merger are being filed pursuant to Iowa Code Sections 490.1105 and 490.1107 (Iowa Business Corporation Act) to reflect the merger of BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC., a corporation organized and existing under the laws of the State of Iowa (hereinafter sometimes referred to as the "Absorbed Corporation", with and into BOEHRINGER INGELHEIM VETMEDICA, INC., a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as the "Surviving Corporation").

1. Attached hereto and incorporated by reference, is a duplicate original of the Agreement - Plan of Merger duly approved, adopted, and executed by both BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC. and BOEHRINGER INGELHEIM VETMEDICA, INC. (hereinafter collectively referred to as the "Constituent Corporations").

2. The merger of the Constituent Corporations is permitted under Iowa Code Section 490.1107 (Iowa Business Corporations Act) and Section 252 of the General Corporation Law of Delaware.

3. The Constituent Corporations are both wholly owned subsidiaries of Boehringer Ingelheim Corporation.

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4. The Agreement – Plan of Merger was duly approved by the unanimous written consent of the Board of Directors of the Absorbed Corporation, in the manner prescribed by statute, on November 13, 1998.


5. The Agreement – Plan of Merger was duly approved by the unanimous written consent of the Board of Directors of the Surviving Corporation, in the manner prescribed by statute, on November 13, 1998.

6. The sole shareholder of both Constituent Corporations duly approved the Agreement – Plan of Merger by written consent, in the manner prescribed by statute, on December 8, 1998.

7. As provided in the Agreement – Plan of Merger, the merger of the Constituent Corporations is to become effective January 1, 1999.

Dated: December 9, 1998.

BOEHRINGER INGELHEIM VETMEDICA, INC.

By: 

Philip J. Franks
Vice President and Secretary

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AGREEMENT - PLAN OF MERGER

THIS AGREEMENT is made as of this 23rd day of November, 1998, by and between BOEHRINGER INGELHEIM VETMEDICA, INC., a corporation organized under the laws of the State of Delaware, with its principal office located at 2621 North Belt Highway, St. Joseph, Missouri 64506-2002, hereinafter sometimes referred to as the "Surviving Corporation", and BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC., a corporation organized under the laws of the State of Iowa, with its principal office located at 1568 North Main Avenue, Sioux Center, Iowa 51250-0050, hereinafter sometimes referred to as the "Absorbed Corporation".

WITNESSETH

WHEREAS, BOEHRINGER INGELHEIM VETMEDICA, INC. and BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC., hereinafter collectively referred to as the "Constituent Corporations", are both wholly owned subsidiaries of Boehringer Ingelheim Corporation, and

WHEREAS, the board of directors of each of the Constituent Corporations deems it desirable and in the best interests of the corporations and their shareholder that BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC. be merged with and into BOEHRINGER INGELHEIM VETMEDICA, INC. to form a single corporation in accordance with the provisions of Section 252 of the General Corporation Law of Delaware (hereinafter referred to as the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE - MERGER

On the effective date of the Merger, BOEHRINGER INGELHEIM VETMEDICA, INC. shall merge into itself BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC. and BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC. shall merge with and into BOEHRINGER INGELHEIM VETMEDICA, INC., which shall be the Surviving Corporation.

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SECTION TWO - TERMS AND CONDITIONS

On the effective date of the Merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the Merger.

SECTION THREE - SHARES OF STOCK

On the effective date of the Merger, all of the outstanding shares of stock of BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC. shall be surrendered and cancelled with no consideration being issued or paid with respect thereto. The shares of capital stock of BOEHRINGER INGELHEIM VETMEDICA, INC., whether authorized or issued on the effective date of the Merger, shall not be converted, exchanged, or otherwise affected as a result of the Merger, and no new shares of stock shall be issued by reason of the Merger.

SECTION FOUR - PRINCIPAL OFFICE

The principal office of BOEHRINGER INGELHEIM VETMEDICA, INC. shall be the principal office of the Surviving Corporation.

SECTION FIVE - GOVERNING LAW

The laws of the State of Delaware shall govern the Surviving Corporation.

SECTION SIX - CERTIFICATE OF INCORPORATION

The certificate of incorporation of BOEHRINGER INGELHEIM VETMEDICA, INC., as in effect on the effective date of the Merger, shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation.

SECTION SEVEN - BYLAWS

The bylaws of BOEHRINGER INGELHEIM VETMEDICA, INC. as they shall exist on the effective date of the Merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

SECTION EIGHT - DIRECTORS AND OFFICERS

The directors of the Surviving Corporation as of the effective date of the Merger shall be as set forth on Exhibit A, attached hereto, each holding office until his/her successor is elected and qualified or until his/her earlier death, resignation or removal. The officers of the Surviving Corporation as of the effective date of the Merger shall be as set forth on Exhibit B, attached hereto, each holding office until his/her successor is chosen and qualifies, or until his/her earlier death, resignation or removal.

SECTION NINE - LIMITATION ON BUSINESS ACTIVITIES

Neither of the Constituent Corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations shall take all action necessary or appropriate under federal and state law to consummate the Merger.

SECTION TEN - APPROVAL OF SHAREHOLDER

This Agreement – Plan of Merger shall be submitted for the approval of the shareholder of the Constituent Corporations in the manner provided by applicable law.

SECTION ELEVEN - EFFECTIVE DATE

The Merger shall become effective January 1, 1999.

SECTION TWELVE - ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of BOEHRINGER INGELHEIM VETMEDICA, INC., or the board of directors of BOEHRINGER INGELHEIM/NOBL LABORATORIES, INC., should determine, either before or after the approval of the shareholder of the Constituent Corporations of this

Agreement – Plan of Merger, for any legal, financial, economic, or business reason deemed sufficient by such board that it is not in the interest of the corporation it represents, or the shareholder of the Constituent Corporations, or is otherwise inadvisable or impracticable to consummate the Merger, such board of directors may abandon the Merger by directing the officers of the corporations to refrain from executing or filing this Agreement – Plan of Merger, and thereupon this Agreement shall be void and of no effect.

SECTION THIRTEEN - EXECUTION OF AGREEMENT

This Agreement – Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors as of the date first written above.

BOEHRINGER INGELHEIM/NOBL
LABORATORIES, INC.

Attest:

By: Jan P. Schuiteman
Jan P. Schuiteman, D.V.M.
President and Chief Operating Officer

[Signature]
[SEAL]

BOEHRINGER INGELHEIM VETMEDICA, INC.

Attest:

By: Fintan M. Molloy
Fintan M. Molloy
President and Chief Operating Officer

[Signature]
[SEAL]

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EXHIBIT A

DIRECTORS OF SURVIVING CORPORATION

Werner Gerstenberg, Chairman

Mr. Fintan M. Molloy

Dietrich Janott

Jan Schuiteman

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EXHIBIT B

OFFICERS OF SURVIVING CORPORATION

Chairman of the Board	:	Werner Gerstenberg
President and Chief Operating Officer	:	Mr. Fintan M. Molloy
Vice President - Biological Research and Development :	:	Dr. Robert M. Nordgren
Vice President - Finance, Treasurer and Assistant Secretary	:	Mr. Christian Fechner
Vice President and Secretary	:	Philip J. Franks, Esq.
Vice President - Strategic Operations, Swine Division	:	Dr. Jan Schuiteman
Vice President - Sales and Marketing	:	Mr. Kevin R. Vasquez
Vice President - Industrial Meat Production	:	Mr. Bill Maxwell
Vice President - Human Resources and Public Relations	:	Mr. Hans-Joachim Geppert
Vice President - Operations	:	Dr. David E. Reed
Assistant Secretary	:	Edward B. Peel, Esq.
Assistant Secretary	:	Bruce J. Banks, Esq.

FILED
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SECRETARY OF STATE

12-14-1998

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