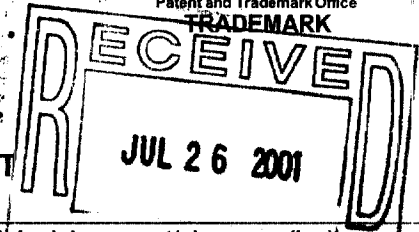


10-09-2001



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7-2601

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

Submission Type

- New
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Document ID #
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
11 10 1998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
11 10 1998

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.)

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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.

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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" value="0939988"/>	<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"/>	<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.

Linda G. Alvarez

Name of Person Signing



Signature

7/23/01

Date Signed

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
DOANE PRODUCTS COMPANY**

Doane Products Company (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation pursuant to a duly convened special meeting of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Corporation's Certificate of Incorporation (the "Amendment"):

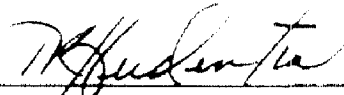
Article First of the Certificate of Incorporation is hereby amended to provide in its entirety as follows:

"FIRST: the name of the Corporation is Doane Pet Care Company."

SECOND: This Amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Thomas R. Heidenthal, its Senior Vice President and Chief Financial Officer, this 10th day of November, 1998.

DOANE PRODUCTS COMPANY



Thomas R. Heidenthal
Senior Vice President and
Chief Financial Officer

C: MERGERS CERT: AM 4PID

STATE OF DELAWARE
SECRETARY OF STATE
DEPARTMENT OF REVENUE
TRADEMARK
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**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

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OCTOBER 03, 2001

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VINSON & ELKINS LLP
LINDA G. ALVAREZ
1001 FANNIN STREET
2300 FIRST CITY TOWER
HOUSTON, TEXAS 77002-6760

UNITED STATES PATENT AND TRADEMARK OFFICE
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DOCUMENT ID NO.: 101860357

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STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
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