

04-12-2002



03-25-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



102054365

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RALSTON PURINA COMPANY 3-25-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Missouri, Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: NESTLE PURINA PETCARE COMPANY

Internal Address:

Street Address: Checkerboard Square

City: St. Louis State: MO Zip: 63164

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 12, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

552,944

Additional number(s) attached Yes No

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

Name: Alpheus E. Forsman, 9-T

Internal Address: NESTLE PURINA PETCARE CO.

Street Address: Checkerboard Square

City: St. Louis State: MO Zip: 63164

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:

18-0130

(Attach duplicate copy of this page 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.

Alpheus E. Forsman Name of Person Signing

Signature

March 21, 2002 Date

14

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/11/2002 6TOM11 00000101 100130 552944 01 FC:481 40.00 CH

TRADEMARK REEL: 002481 FRAME: 0175

No. 00007498

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

NESTLE PURINA PETCARE COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 15th day of JANUARY, 2002.


Secretary of State



No. 00007498

STATE OF MISSOURI



Matt Blunt
Secretary of State

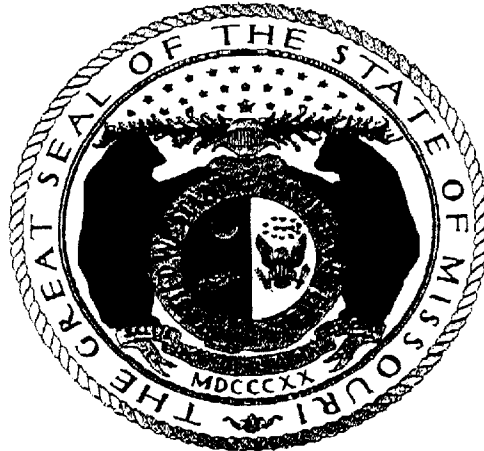
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

NESTLE PURINA PETCARE COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of JANUARY, 2002.

Matt Blunt
Secretary of State



STATE OF MISSOURI



Matt Blunt
Secretary of State
CORPORATION DIVISION

CORRECTED

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
NEWCO MERGER COMPANY (#00491844)

INTO:

RALSTON PURINA COMPANY (#00007498)

Organized and Existing Under Law of MISSOURI
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,
issue this Certificate of Merger, certifying that the merger of
the aforementioned corporation is effected, with

RALSTON PURINA COMPANY (#00007498)

as the surviving corporation.

NAME SUBSEQUENTLY CHANGED TO: NESTLE PURINA PETCARE COMPANY

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
12TH day of DECEMBER, 2001

Matt Blunt
Secretary of State



\$30.00

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
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Organized and Existing Under Law of MISSOURI
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issue this Certificate of Merger, certifying that the merger of
the aforementioned corporation is effected, with

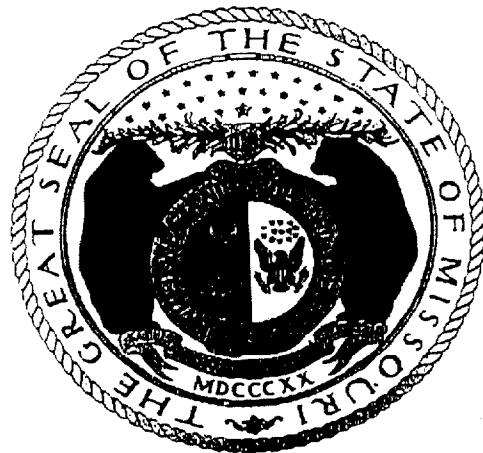
RALSTON PURINA COMPANY (#00007498)

as the surviving corporation.

NAME SUBSEQUENTLY CHANGED TO: NESTLE' PURINA PETCARE COMPANY

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
12TH day of DECEMBER, 2001

Matt Blunt
Secretary of State.



\$30.00

P.O. Box 3666
Jefferson City, MO. 65105-3080

Department of Revenue

Telephone: (573) 751-6547

Fax: (573) 751-9409

E-mail: franchisetax@mail.dor.state.mo.us



DATE: December 11, 2001

CORPORATION NUMBER: 00491844

CORPORATION NAME: NEWCO MERGER COMPANY

Dear Corporation,

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

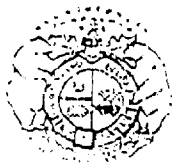
If you should have any questions, please contact the Division of Taxation & Collection, P.O. Box 3666, Jefferson City, MO. 65105-3666.

Sincerely,

A handwritten signature in black ink, appearing to read "John F. [unclear]".

Department of Revenue
Franchise Tax Division

TOTAL P.02



State of Missouri
 Matt Blunt, Secretary of State

Corporation Division
 P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
 600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

DEC 12 2001

Articles of Merger

(Submit in duplicate with filing fee of \$30)

Matt Blunt
 SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations are hereby merged and that the above named Ralston Purina Company is the surviving corporation.

1. That Newco Merger Company of Missouri
 (Name of Corporation) (Parent State)
_____ of _____
 (Name of Corporation) (Parent State)
 and Ralston Purina Company of Missouri
 (Name of Corporation) (Parent State)

are hereby merged and that the above named Ralston Purina Company is the surviving corporation.
 (Name of Corporation)

2. That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
3. The Plan of Merger thereafter was submitted to a vote of the shareholders of the above named corporations, and the following votes were recorded:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number voting for plan</u>	<u>Number voting against plan</u>
<u>Ralston Purina Company</u>	<u>309,687,263</u>	<u>231,165,553</u>	<u>5,087,273</u>
<u>Newco Merger Company</u>	<u>1,000</u>	<u>1,000</u>	<u>0</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

4. If the above-named surviving corporation is to be governed by the laws of any state of any other than Missouri, the surviving corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:

N/A

5. **PLAN OF MERGER**

1. Ralston Purina Company of Missouri is the survivor.
2. All of the property, rights, privileges, leases and patents of Newco Merger Company

Corp. #51 (11/00)

are to be transferred to and become the property of Ralston Purina Company the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers of Ralston Purina Company shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

(SEE RIDER A REGARDING BOARD OF DIRECTORS)

4. The outstanding shares of Newco Merger Company shall be exchanged for shares of the Surviving Corporation on the following basis:

The outstanding shares of Newco Merger Company shall be exchanged for shares of the surviving corporation on the following basis: Each issued Share of capital stock of Newco Merger Company shall be converted into the right to receive one fully paid and non-assessable share of common stock, par value \$1.00 per share, of the surviving corporation.

5. The outstanding shares of Ralston Purina Company shall be exchanged for cash on the basis of \$33.50 per share, without interest.

6. The articles of Incorporation of the survivor are amended as follows:
Amended to read in the form of Exhibit A, attached.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

Ralston Purina Company
Name of Corporation
By: James R. Elsesser
President or Vice-President + Chief Financial Officer + Treasurer
James R. Elsesser 12/09/01
Printed Name Date

ATTEST:
Nancy E. Hamilton
Secretary or Assistant Secretary
Nancy E. Hamilton
Secretary

CORPORATE SEAL
(NONE)

Newco Merger Company
Name of Corporation
By: Steve Nerud
PRESIDENT President or Vice President
Steve Nerud 12-06-01
Printed Name Date

ATTEST:
Yun Choi Au
Secretary or Assistant Secretary
Yun Choi Au
Secretary

Com. #51 (Page 2)

State of California

County of Los Angeles

} ss

I, LAURA M. BATTAGLIA, a Notary Public,

do hereby certify that on DECEMBER 6, 2001 personally appeared before me

STEVIE NERUD who being by me first duly sworn, declared

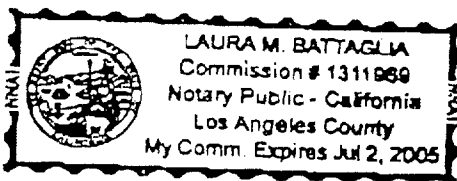
that he/she is the PRESIDENT

of NEWCO HERBER COMPANY

that he/she signed the foregoing documents as PRESIDENT of the corporation, and

that the statements therein contained are true.

(Notarial Seal or Stamp)



Laura M. Battaglia
Notary Public

My commission expires 7/2/2005

My County of Commission LOS ANGELES

State of Missouri

County of St. Louis

} ss

I, Maureen L. Elbert, a Notary Public,

do hereby certify that on December 7, 2001 personally appeared before me

James R. Elsesser who being by me first duly sworn, declared

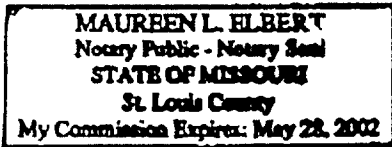
that he/she is the Vice-President + Chief Financial Officer + Treasurer

of Ralston Purina Company

that he/she signed the foregoing documents as Vice-President + Chief Financial Officer + Treasurer of the corporation, and

that the statements therein contained are true.

(Notarial Seal or Stamp)



Maureen L. Elbert
Notary Public

My commission expires 5/28/02

My County of Commission St. Louis

RIDER A

The directors of Newco Merger Company immediately prior to the Effective Time of the merger shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

The Names and addresses of the Directors of the Surviving Corporation are:

	<u>Name</u>	<u>Address</u>
1.	Carlos Represas	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
2.	Joe Weller	c/o Nestlé USA, Inc. 800 North Brand Blvd Glendale, CA 91203
3.	Wolfgang Reichenberger	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
4.	W. Patrick McGinnis	c/o Nestlé Purina PetCare Company Checkerboard Square St. Louis, MO 63164
5.	John Harris	c/o Nestlé USA, Inc. 800 North Brand Blvd. Glendale, CA 91203
6.	Denis Aba	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
7.	Kevin Berryman	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland

Exhibit A

**ARTICLES OF INCORPORATION
OF
RALSTON PURINA COMPANY
AMENDED IN ITS ENTIRETY**

ARTICLE I

The name of the corporation is Nestlé Purina PetCare Company (the "Corporation").

ARTICLE II

The address of the Corporation's Registered Office in the State of Missouri is 221 Boliver Street, Jefferson City, Missouri 65101, and the name of its Registered Agent at such address is Prentice Hall Corporation System.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue shall be Thirty Thousand (30,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Thirty Thousand Dollars (\$30,000), and there shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights, including convertible rights, in respect of the shares.

ARTICLE IV

No shareholder shall be entitled as a matter of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued by the Board of Directors to such person or persons, on such terms and for such consideration as the Board of Directors, in its direction, may determine.

ARTICLE V

The names of the Incorporators are William O. Andrews, William H. Danforth and George R. Robinson, Jr., each of whom resided in the City of St. Louis, Missouri.

ARTICLE VI

The number of directors which shall constitute the Board of Directors is seven (7). Hereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. Any change in the number of directors that shall constitute the Board of Directors shall be reported to the Secretary of State of the State of Missouri within thirty (30) calendar days of such change.

ARTICLE VII

The duration of the Corporation is perpetual.

ARTICLE VIII

The Corporation is formed for the purpose of engaging in any lawful conduct or activity for which corporations may be organized under The General and Business Corporation Law of Missouri.

ARTICLE IX

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal Bylaws of the Corporation from time to time.

ARTICLE X

The Corporation shall indemnify its directors, officers, employees or agents and all other persons as provided in, and to the full extent allowed by, Section 351.355 of The General and Business Corporation Law of Missouri, as the same exists or may hereafter be amended (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior

to such amendment). The personal liability of the directors of the Corporation is hereby limited to the fullest extent permitted by the provisions of paragraph (9) of Section 351.055 of the General and Business Corporation Law of Missouri, as the same may be amended and supplemented. This Article shall not reduce, terminate or otherwise adversely affect the right of a person who was or is a director, officer or employee to obtain indemnification with respect to a claim, action, suit or proceeding that pertains to or arises out of actions or omissions that occurred prior to the date of filing of these Articles of Incorporation as Amended in their Entirety with the Secretary of State of Missouri; with all such persons remaining entitled to any additional or broader rights of indemnification with respect to all such claims, actions, suits or proceedings which may have been provided for in the Articles of Incorporation or any Restatement thereof as in effect prior to such date.

ARTICLE XI

At all elections of directors of the Corporation and for the purposes of all other matters upon which shareholders are entitled to vote, each shareholder shall be entitled to cast as many votes as shall equal the number of shares of stock held by that shareholder. Cumulative voting shall not be permitted.

No. 00007498

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

NESTLE PURINA PETCARE COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 15th day of JANUARY, 2002.


Secretary of State



No. 00007498

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

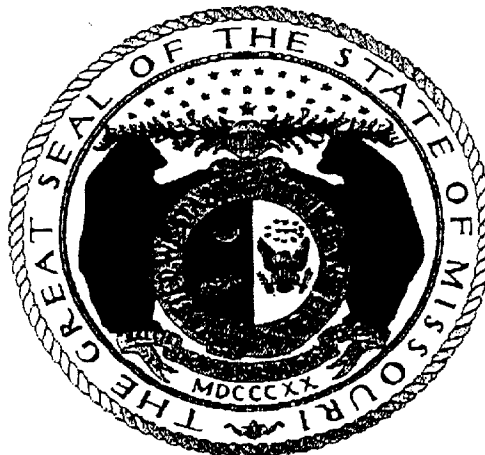
CERTIFICATE OF CORPORATE RECORDS

NESTLE PURINA PETCARE COMPANY

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Matt Blunt
Secretary of State



STATE OF MISSOURI



Matt Blunt
Secretary of State
CORPORATION DIVISION

CORRECTED

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
NEWCO MERGER COMPANY (#00491844)

INTO:

RALSTON PURINA COMPANY (#00007498)

Organized and Existing Under Law of MISSOURI
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,
issue this Certificate of Merger, certifying that the merger of
the aforementioned corporation is effected, with

RALSTON PURINA COMPANY (#00007498)

as the surviving corporation.

NAME SUBSEQUENTLY CHANGED TO: NESTLE PURINA PETCARE COMPANY

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
12TH day of DECEMBER, 2001

Matt Blunt
Secretary of State



\$30.00

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
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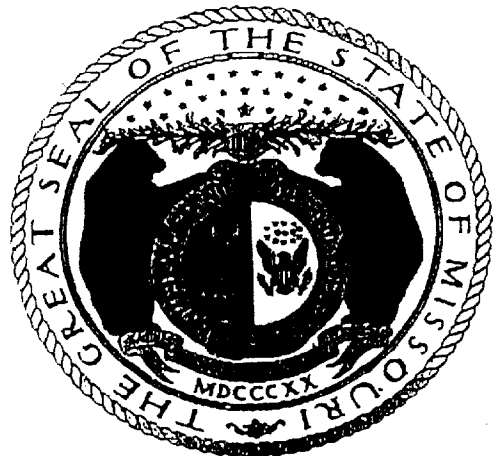
RALSTON PURINA COMPANY (#00007498)

as the surviving corporation.

NAME SUBSEQUENTLY CHANGED TO: NESTLE' PURINA PETCARE COMPANY

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
12TH day of DECEMBER, 2001

Matt Blunt
Secretary of State



\$30.00

P.O. Box 3666
Jefferson City, MO. 65105-3080

Department of Revenue

Telephone: (573) 751-6547

Fax: (573) 751-9409

E-mail: franchisetax@mail.dor.state.mo.us



DATE: December 11, 2001

CORPORATION NUMBER: 00491844

CORPORATION NAME: NEWCO MERGER COMPANY

Dear Corporation,

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

If you should have any questions, please contact the Division of Taxation & Collection, P.O. Box 3666, Jefferson City, MO. 65105-3666.

Sincerely,

A handwritten signature in black ink, appearing to read "John F. [unclear]".

Department of Revenue
Franchise Tax Division



State of Missouri
Matt Blunt, Secretary of State

Corporation Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

DEC 12 2001

Articles of Merger
(Submit in duplicate with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporation of Missouri following:

- That Newco Merger Company of Missouri
(Name of Corporation) (Parent State)
_____ of _____
(Name of Corporation) (Parent State)
and Ralston Purina Company of Missouri
(Name of Corporation) (Parent State)

are hereby merged and that the above named Ralston Purina Company is the surviving corporation. (Name of Corporation)

- That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
- The Plan of Merger thereafter was submitted to a vote of the shareholders of the above named corporations, and the following votes were recorded:

Corporation	Number of Shares Outstanding	Number voting for plan	Number voting against plan
Ralston Purina Company	309,687,263	231,165,553	5,087,273
Newco Merger Company	1,000	1,000	0

- If the above-named surviving corporation is to be governed by the laws of any state of any other than Missouri, the surviving corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:

N/A

5. PLAN OF MERGER

- Ralston Purina Company of Missouri is the survivor.
- All of the property, rights, privileges, leases and patents of Newco Merger Company

Corp. #51 (11/00)

are to be transferred to and become the property of Ralston Purina Company the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers of Ralston Purina Company shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

(SEE RIDER A REGARDING BOARD OF DIRECTORS)

4. The outstanding shares of Newco Merger Company shall be exchanged for shares of the Surviving Corporation on the following basis:

The outstanding shares of Newco Merger Company shall be exchanged for shares of the surviving corporation on the following basis: Each issued Share of capital stock of Newco Merger Company shall be converted into the right to receive one fully paid and non-assessable share of common stock, par value \$1.00 per share, of the surviving corporation.

5. The outstanding shares of Ralston Purina Company shall be exchanged for cash on the basis of \$33.50 per share, without interest.

6. The articles of Incorporation of the survivor are amended as follows:

Amended to read in the form of Exhibit A, attached.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

Ralston Purina Company

Name of Corporation

By James R. Elsesser
President or Vice-President + Chief Financial Officer + Treasurer
James R. Elsesser 12/09/01
Printed Name Date

ATTEST:

Nancy E. Hamilton
Secretary or Assistant Secretary

Nancy E. Hamilton
Secretary

CORPORATE SEAL
(NONE)

Newco Merger Company

Name of Corporation

By Steve Nerud
PRESIDENT President or Vice President

Steve Nerud 12-06-01
Printed Name Date

ATTEST:

Yun Choi Au
Secretary or Assistant Secretary

Comp. #51 (Page 2)
Yun Choi Au
Secretary

State of California

County of Los Angeles } ss

I, LAURA M. BATTAGLIA, a Notary Public,

do hereby certify that on DECEMBER 6, 2001 personally appeared before me

STENG NERUD who being by me first duly sworn, declared

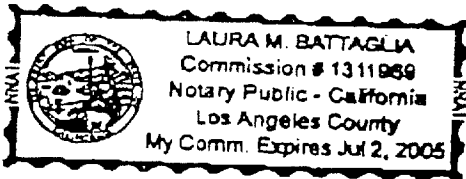
that he is the PRESIDENT

of NEWCO HERBER COMPANY

that he signed the foregoing documents as PRESIDENT of the corporation, and

that the statements therein contained are true.

(Notarial Seal or Stamp)



Laura M. Battaglia
Notary Public

My commission expires 7/2/2005

My County of Commission LOS ANGELES

State of Missouri

County of St. Louis

} ss

I, Maureen L. Elbert, a Notary Public,

do hereby certify that on December 7, 2001 personally appeared before me

James R. Elsesser who being by me first duly sworn, declared

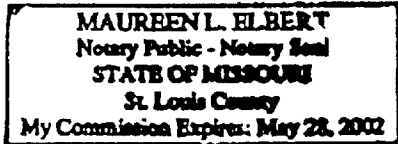
that he/she is the Vice-President + Chief Financial Officer + Treasurer

of Ralston Purina Company

that he/she signed the foregoing documents as Vice-President + Chief Financial of the corporation, and

that the statements therein contained are true. Officer + Treasurer

(Notarial Seal or Stamp)



Maureen L. Elbert
Notary Public

My commission expires 5/28/02

My County of Commission St. Louis

RIDER A

The directors of Newco Merger Company immediately prior to the Effective Time of the merger shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

The Names and addresses of the Directors of the Surviving Corporation are:

<u>Name</u>	<u>Address</u>
1. Carlos Represas	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
2. Joe Weller	c/o Nestlé USA, Inc. 800 North Brand Blvd Glendale, CA 91203
3. Wolfgang Reichenberger	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
4. W. Patrick McGinnis	c/o Nestlé Purina PetCare Company Checkerboard Square St. Louis, MO 63164
5. John Harris	c/o Nestlé USA, Inc. 800 North Brand Blvd. Glendale, CA 91203
6. Denis Aba	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland
7. Kevin Berryman	c/o Nestlé S.A. Avenue Nestlé 55 Vevey 1800 Switzerland

Exhibit A

**ARTICLES OF INCORPORATION
OF
RALSTON PURINA COMPANY
AMENDED IN ITS ENTIRETY**

ARTICLE I

The name of the corporation is Nestlé Purina PetCare Company (the "Corporation").

ARTICLE II

The address of the Corporation's Registered Office in the State of Missouri is 221 Boliver Street, Jefferson City, Missouri 65101, and the name of its Registered Agent at such address is Prentice Hall Corporation System.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue shall be Thirty Thousand (30,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Thirty Thousand Dollars (\$30,000), and there shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights, including convertible rights, in respect of the shares.

ARTICLE IV

No shareholder shall be entitled as a matter of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued by the Board of Directors to such person or persons, on such terms and for such consideration as the Board of Directors, in its direction, may determine.

ARTICLE V

The names of the Incorporators are William O. Andrews, William H. Danforth and George R. Robinson, Jr., each of whom resided in the City of St. Louis, Missouri.

ARTICLE VI

The number of directors which shall constitute the Board of Directors is seven (7). Hereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. Any change in the number of directors that shall constitute the Board of Directors shall be reported to the Secretary of State of the State of Missouri within thirty (30) calendar days of such change.

ARTICLE VII

The duration of the Corporation is perpetual.

ARTICLE VIII

The Corporation is formed for the purpose of engaging in any lawful conduct or activity for which corporations may be organized under The General and Business Corporation Law of Missouri.

ARTICLE IX

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal Bylaws of the Corporation from time to time.

ARTICLE X

The Corporation shall indemnify its directors, officers, employees or agents and all other persons as provided in, and to the full extent allowed by, Section 351.355 of The General and Business Corporation Law of Missouri, as the same exists or may hereafter be amended (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior

to such amendment). The personal liability of the directors of the Corporation is hereby limited to the fullest extent permitted by the provisions of paragraph (9) of Section 351.055 of the General and Business Corporation Law of Missouri, as the same may be amended and supplemented. This Article shall not reduce, terminate or otherwise adversely affect the right of a person who was or is a director, officer or employee to obtain indemnification with respect to a claim, action, suit or proceeding that pertains to or arises out of actions or omissions that occurred prior to the date of filing of these Articles of Incorporation as Amended in their Entirety with the Secretary of State of Missouri; with all such persons remaining entitled to any additional or broader rights of indemnification with respect to all such claims, actions, suits or proceedings which may have been provided for in the Articles of Incorporation or any Restatement thereof as in effect prior to such date.

ARTICLE XI

At all elections of directors of the Corporation and for the purposes of all other matters upon which shareholders are entitled to vote, each shareholder shall be entitled to cast as many votes as shall equal the number of shares of stock held by that shareholder. Cumulative voting shall not be permitted.