

04-23-2002



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

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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 4-11-02 Individual(s) Association General Partnership Limited Partnership Corporation-State 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 Stacy Brankovic Address: Intellectual Property Dept. 9T 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) 78/030974 B. Trademark Registration No.(s) Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Stacy Brankovic Internal Address: Intellectual Property Dept. - 9T NESTLE PURINA PETCARE COMPANY 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: 180130 (Attach duplicate copy of this page if paying by deposit account)

04/22/2002 6TOM11 00000076 180130 78030974 40.00 CH

01 FC:481

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. Assistant Secretary Signature Date April 1, 2002

Total number of pages including cover sheet, attachments, and document: 14

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

I certify that the foregoing is being deposited with the U.S. Postal Service as first class mail, postage prepaid, in an envelope addressed as indicated above on

April 1, 2002

Stacy Brankovic TRADEMARK

REEL: 002488 FRAME: 0746

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.

  
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.

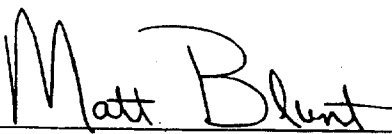
NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,  
issue this Certificate of Merger, certifying that the merger of  
the aforementioned corporation is effected, with

**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  
12<sup>TH</sup> day of DECEMBER, 2001

  
Secretary of State



\$30.00

198

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER  
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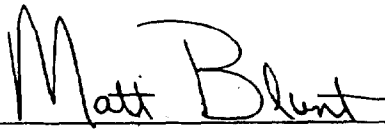
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12<sup>TH</sup> day of DECEMBER, 2001

  
Secretary of State



\$30.00



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 corporate  SECRETARY OF STATE following:

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>                          |

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

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

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

CORPORATE SEAL  
(NONE)

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

Corp. #51 (Page 2)

Ralston Purina Company  
Name of Corporation  
By James R. Elsesser  
President or Vice-President + Chief Financial Officer + Treasurer  
James R. Elsesser 12/07/01  
Printed Name Date

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

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

STEVE NERUD who being by me first duly sworn, declared

that he/she is the PRESIDENT

of NEWCO MERGER 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

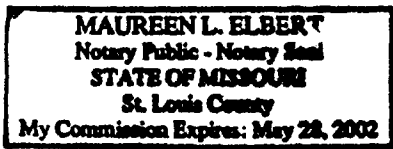
that he/she is the Vice-President + Chief Financial Officer + Treasurer

of Ralston Purina Company

that he/she signed the foregoing documents as Vice-President + Chief Financial 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.<br>Avenue Nestlé 55<br>Vevey 1800<br>Switzerland                |
| 2. | Joe Weller             | c/o Nestlé USA, Inc.<br>800 North Brand Blvd<br>Glendale, CA 91203              |
| 3. | Wolfgang Reichenberger | c/o Nestlé S.A.<br>Avenue Nestlé 55<br>Vevey 1800<br>Switzerland                |
| 4. | W. Patrick McGinnis    | c/o Nestlé Purina PetCare Company<br>Checkerboard Square<br>St. Louis, MO 63164 |
| 5. | John Harris            | c/o Nestlé USA, Inc.<br>800 North Brand Blvd.<br>Glendale, CA 91203             |
| 6. | Denis Aba              | c/o Nestlé S.A.<br>Avenue Nestlé 55<br>Vevey 1800<br>Switzerland                |
| 7. | Kevin Berryman         | c/o Nestlé S.A.<br>Avenue Nestlé 55<br>Vevey 1800<br>Switzerland                |

**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.