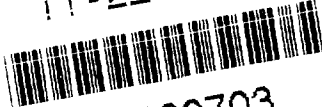


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): Doane Products Company 11-9-02
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: Doane Pet Care Company
Internal Address: Suite 300
Street Address: 210 Westwood Place South
City: Brentwood State: TN Zip: 37027
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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: 11/10/1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,735,124; 1,740,076
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Linda G. Alvarez
Internal Address: Vinson & Elkins L.L.P.
2300 First City Tower
Street Address: 1001 Fannin
City: Houston State: TX Zip: 77002-6760

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 22-0365 Attn: DOA480/5-142

DO NOT USE THIS SPACE

9. Signature: Linda G. Alvarez Signature Date 11/8/02
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 2

11/21/2002 JJALLAH2 00000045 1735124
01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

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

TRADEMARK REEL: 002620 FRAME: 0762

**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

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 11/10/1998
981432962 - 2545217

RECORDED: 11/08/2002

**TRADEMARK
REEL: 002620 FRAME: 0763**