

WLD 3-6-03

03-10-2003



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DEPARTMENT OF COMMERCE
J.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):

Mardel Laboratories, Inc.

3.6.03

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

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

3. Nature of conveyance:

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

Execution Date: May 14, 1998

2. Name and address of receiving party(ies)

Name: St. Jon Laboratories, Inc.

Internal Address: _____

Street Address: 1656 West 240th Street

City: Harbor City State: Ca Zip: 90710

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,226,281

Additional number(s) attached Yes No

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

Name: Marcus R. Wyler

Internal Address: Blank Rome LLP

Street Address: 600 New Hampshire Ave., N.W.

Watergate, Suite 1100

City: Washington State: DC Zip: 20037

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: _____

DO NOT USE THIS SPACE

9. Signature.

Meghan M. Henderson
Name of Person Signing

Meghan Henderson
Signature

March 6, 2003
Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK
REEL: 002685 FRAME: 0642

Delaware

PAGE 1

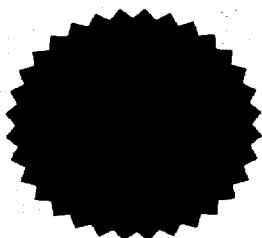
The First State

I, HARRIET SMITH WINDSOR, 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:

"MARDEL LABORATORIES, INC.", A DELAWARE CORPORATION,

"ZEMA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ST. JON LABORATORIES, INC." UNDER THE NAME OF "ST. JON LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF MAY, A.D. 1998, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2289644

DATE: 03-05-03

TRADEMARK

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**CERTIFICATE OF MERGER
OF
MARDEL LABORATORIES, INC. AND ZEMA CORPORATION
INTO
ST. JON LABORATORIES, INC.
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

ST. JON LABORATORIES, INC. hereby certifies that:

1. That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

| Name | State of Incorporation |
|----------------------------|------------------------|
| Mardel Laboratories, Inc. | Delaware |
| Zema Corporation | Delaware |
| St. JON Laboratories, Inc. | California |

2. That an Agreement and Plan of Reorganization among the constituent corporations and Agri-Nutrition Group Limited, a Delaware corporation and the holder of all of the outstanding shares of common stock of each of the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

3. That the name of the surviving corporation of the merger is St. JON Laboratories, Inc.

4. That the articles of incorporation of St. JON Laboratories, Inc. shall be the articles of incorporation of the surviving corporation.

5. The surviving corporation is a corporation organized under the laws of the State of California.

6. That the executed Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1656 West 240th Street, Harbor City, California 90710.

7. That a copy of the Agreement and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to the stockholder of any of the constituent corporations.

8. St. JON Laboratories, Inc. hereby agrees to that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Mardel Laboratories, Inc. and Zema Corporation, as well as enforcement of any obligation of St. JON Laboratories, Inc. arising from the

merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and St. JON Laboratories, Inc. hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or proceeding and a copy of such process shall be mailed by the Secretary of State to St. JON Laboratories, Inc. at the following address:

1656 West 240th Street
Harbor City, California 90710
Tel: 310-326-2720
Fax: 310-326-8026

IN WITNESS WHEREOF, St. JON Laboratories, Inc. has caused the Certificate to be signed by John J. Nelson, its authorized officer, this 14th day of May, 1998.

ST. JON LABORATORIES, INC.

BY: _____


John J. Nelson
President