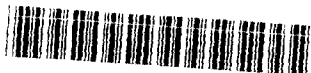




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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Mardel Laboratories, Inc.

4-3-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

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 M. Henderson Signature

April 1, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

07/2003 ECOMPER 00000201 2226281

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

FC:8521

40.00 UP

TRADEMARK REEL: 002707 FRAME: 0220

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,

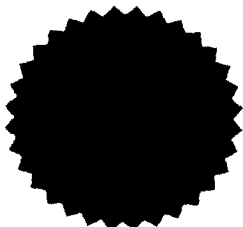
WITH AND INTO "ST. JON LABORATORIES, INC." UNDER THE NAME OF

"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

2799387 8100M

AUTHENTICATION: 2289644

030145467

DATE: 03-05-03

TRADEMARK
REEL: 002707 FRAME: 0221

**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