

08-19-2003

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

Buckeye Feed Mills, LLC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company (Delaware)

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

3. Nature of conveyance:

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

Execution Date: June 29, 2003

2. Name and address of receiving party(ies)

Name: Project Explorer Corporation

Internal Address:

Street Address: 330 East Schultz Avenue

City: Dalton State: OH Zip: 44618

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,262,136

Additional number(s) attached Yes No

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

Name: Diana Y. Tsai, Esq.

Internal Address: Schwartz, Cooper, Greenberger & Krauss, Chtd.

Street Address: 180 North LaSalle Street Suite 2700

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41) \$465.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Diana Y. Tsai Name of Person Signing

Signature

8/18/03 Date

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

08/19/2003 ECDOPER 00000170 2262136

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

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TRADEMARK REEL: 002803 FRAME: 0379

ATTACHMENT
to Recordation Form Cover Sheet

Continuation of Item 4. Application Number(s) or Registration Number(s)

Trademark Description	Trademark Application/ Registration No.	Application Date
BUCKEYE EQUINE ENERGY A HIGH ENERGY FORMULA FOR STRENGTH & ENDURANCE (and design related thereto)	Serial # 73/718,935 Reg. # 1,522,347	January 31, 1989
BUCKEYE FELINE SUPREME	Serial # 74/253,286 Reg. # 1,796,044	September 28, 1993
BUCKEYE NUTRITION (and design related thereto)	Serial # 75/356,532 Reg. # 2,358,091	June 13, 2000
Design	Serial # 73/507,938 Reg. # 1,367,982	October 29, 1985
Design	Serial # 75/356,531 Reg. # 2,373,314	August 1, 2000
BUCKEY SUPER BITS	Serial # 73/733,034 Reg. # 1,532,278	March 28, 1989
FOAL-AIDE	Serial # 74/123,963 Reg. # 1,709,153	August 18, 1992
GOLD'N BITS	Serial # 73/506,699 Reg. # 1,366,951	October 22, 1985
GRASS-PLUS	Serial # 74/019,676 Reg. #1,615,103	September 25, 1990
GRO'N WIN	Serial # 73/548,920 Reg. # 1,385,718	March 11, 1986
MATURITY/SENIOR FORMULA	Serial # 78,011,143 Reg. # 2,533,061	January 22, 2002
MUSTANG	Serial # 75/021,986 Reg. #2,131,662	January 27, 1998

Trademark Description	Trademark Application/ Registration No.	Application Date
PERFORM' N WIN	Serial # 75/742,548 Reg. # 2,330,011	March 14, 2000
PRO-BITS	Serial # 75/723,520 Reg. # 2,324,668	February 29, 2000
SHINE'N WIN	Serial # 74/558,398 Reg. # 1,962,464	March 12, 1996
SHO'N WIN	Serial # 74/454,011 Reg. # 1,909,407	August 1, 1995
CAPSTONE NUTRITION, INC.	Serial # 76/179,666	December 12, 2000

Delaware

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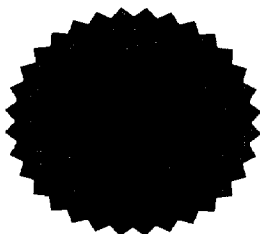
The First State

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:

"BUCKEYE FEED MILLS, LLC.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "PROJECT EXPLORER CORPORATION" UNDER THE NAME OF "BUCKEYE FEED MILLS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2003, AT 10:44 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JUNE, A.D. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030511403

AUTHENTICATION: 2566522

DATE: 08-05-03

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Project Explorer Corporation, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Buckeye Feed Mills, LLC.
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
- THIRD:** The name of the surviving corporation is Project Explorer Corporation.
- FOURTH:** The merger is to become effective on June 29, 2003 at 11:59 p.m.
- FIFTH:** The Agreement of Merger is on file at 330 East Schultz Avenue, Dalton, Ohio 44618, the place of business of the surviving corporation.
- SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.
- SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation except that Article First shall be amended to read:
The name of the Corporation is Buckeye Feed Mills, Inc.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer as of the 20 day of June, 2003.

Kim Hill
my commission expires
8-3-2007

PROJECT EXPLORER CORPORATION

By *William P. Herrington*

Name: William P. Herrington
Print or Type Signature

Title: President

Q:\CLIENT\066524\0011\A0554962.2