

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ivy Laboratories, Inc.		12/31/1998	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Ivy Animal Health, Inc.
Street Address:	9111 Barton Street
City:	Overland Park
State/Country:	KANSAS
Postal Code:	66214
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2133283	COMPONENT
Registration Number:	1549779	CALF-OID

CORRESPONDENCE DATA

Fax Number: (913)451-0875
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ipdocketing@lathropgage.com
 Correspondent Name: Gerald M. Kraai
 Address Line 1: 10851 Mastin Boulevard
 Address Line 2: Building 82, Suite 1000
 Address Line 4: Overland Park, KANSAS 66210-1669

ATTORNEY DOCKET NUMBER:	461348
NAME OF SUBMITTER:	Gerald M. Kraai
Signature:	/Gerald M. Kraai/

CH \$65.00 2133283

Date:

05/03/2007

Total Attachments: 5

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Delaware

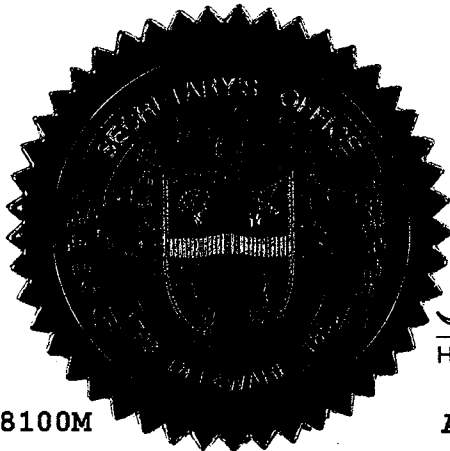
PAGE 1

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:

"IVY LABORATORIES, INC.", A DELAWARE CORPORATION,
"VETLIFE L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "IVY ANIMAL HEALTH, INC." UNDER THE NAME OF
"IVY ANIMAL HEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 4
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 1998.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2024538 8100M

AUTHENTICATION: 2500252

030426767

DATE: 06-27-03

TRADEMARK
REEL: 003534 FRAME: 0841

**CERTIFICATE OF MERGER
OF
IVY LABORATORIES, INC.
AND
VETLIFE L.L.C.
WITH AND INTO
IVY ANIMAL HEALTH, INC.**

(Under Section 251 and 264 of the General Corporation Law of the State of Delaware)

It is hereby certified that:

1. The constituent business entities participating in the merger are:
 - (i) Ivy Animal Health, Inc., a Delaware corporation ("Ivy Animal");
 - (ii) Ivy Laboratories, Inc., a Delaware corporation and a wholly-owned subsidiary of Ivy Animal ("Ivy Laboratories"); and
 - (iii) VetLife L.L.C., a Delaware limited liability company and a wholly-owned subsidiary of Ivy Animal ("VetLife").
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Sections 251 and 264(c) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified shall be Ivy Animal Health, Inc. ("surviving corporation"), which will continue its existence as said surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Ivy Animal, as now in force and effect (the "Certificate of Incorporation"), shall continue to be the Certificate of Incorporation of said surviving corporation until amended or changed pursuant to the provisions of the General Corporation Law of the State of Delaware; provided however, that said Certificate of Incorporation shall be amended by deleting Article FOURTH thereof in its entirety and inserting the following:

"FOURTH: The total number of shares of common stock that the corporation shall have the authority to issue is twenty thousand (20,000) shares of Common Stock, without par value, which shall consist of ten thousand (10,000) shares of Class A Common Stock (the "Class A Stock"), without par value, and ten thousand (10,000) shares of Class B Common Stock (the "Class B Stock"), without par value.

As of December 31, 1998, each outstanding share of the corporation's Common Stock will without further action by the corporation or the holder thereof be deemed to be changed and reclassified into an equivalent number of shares of Class A Stock, and the 1,990 previously unissued shares of the corporation's Common Stock will without further action by the corporation be deemed to be changed and reclassified into an aggregate of 1,990 unissued shares of Class A Stock.

Except as otherwise provided herein, all shares of Class A Stock and Class B Stock will be identical and will entitle the holder thereof to the same rights, privileges and benefits.

1. Voting Rights. Except as otherwise required by law, the holders of Class A Stock will be entitled to one vote per share on all matters to be voted on by the corporation's stockholders, and the holders of Class B Stock will have no right to vote on any matters to be voted on by the corporation's stockholders.

2. Dividends. When and as dividends are declared thereon, whether payable in cash, property or securities of the corporation, the holders of Class A Stock and the holders of Class B Stock will be entitled to share equally, share for share, in such dividends; provided that if dividends are declared which are payable in shares of Class A Stock or Class B Stock, dividends will be declared which are payable at the same rate on both classes of stock, and the dividends payable in shares of Class A Stock will be payable to holders of Class A Stock and the dividends payable in shares of Class B Stock will be payable to holders of Class B Stock.

3. Liquidation. In the event of a liquidation, dissolution or winding up of the corporation, the holders of the Class A Stock and the holders of the Class B Stock will be entitled to share ratably, on a share-for-share basis, in all distributions made in connection with such liquidation, dissolution or winding up."

5. The executed Agreement of Merger between the aforesaid constituent entities is on file at the principal place of business of the surviving corporation, the address of which is as follows:

Ivy Animal Health, Inc.
8857 Bond Street
Overland Park, Kansas 66214

6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of Ivy Laboratories or Ivy Animal or to any member of VetLife.


7. The effective date of the merger is December 31, 1998.

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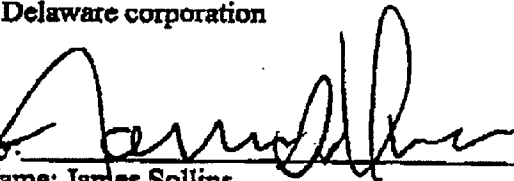
IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm and acknowledge that the statements contained herein have been examined by him and are true and correct.

Dated: December 29, 1998

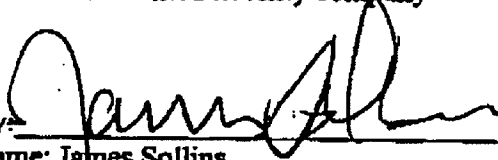
IVY ANIMAL HEALTH, INC.,
a Delaware corporation

By: 
Name: James Sollins
Title: President

IVY LABORATORIES, INC.,
a Delaware corporation

By: 
Name: James Sollins
Title: President

VETLIFE L.L.C.,
a Delaware limited liability company

By: 
Name: James Sollins
Title: Chairman

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** TOTAL PAGE.05 **