

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Nature Vision, Inc. | | 08/31/2004 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | Nature Vision Operating Inc. | | |
| Street Address: | 1480 Northern Pacific Road | | |
| City: | Brainerd | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 56401 | | |
| Entity Type: | CORPORATION: MINNESOTA | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2561660 | WOODLAND WHISPER | |
| Registration Number: | 2988546 | AQUA-VU | |
| Registration Number: | 3025437 | NATURE VISION, INC. | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (612)632-4230 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 612-632-3230 | | |
| Email: | trademark@gpmlaw.com | | |
| Correspondent Name: | Gray, Plant, Mooty, Mooty & Bennett, PA | | |
| Address Line 1: | P.O. Box 2906 | | |
| Address Line 4: | Minneapolis, MINNESOTA 55402-0906 | | |
| ATTORNEY DOCKET NUMBER: | 97195 | | |
| NAME OF SUBMITTER: | Tiffany Larson, Paralegal | | |
| Signature: | /Tiffany Larson/ | | |

CH \$90.00 2561660

Date:

11/08/2007

Total Attachments: 5

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ARTICLES OF MERGER
OF
PC ACQUISITION, INC.
WITH AND INTO
NATURE VISION, INC.

The undersigned, on behalf of PC Acquisition, Inc., a Minnesota corporation ("Merger Sub"), and Nature Vision, Inc., a Minnesota corporation ("Target"), respectively, hereby certify pursuant to Section 302A.615 of the Minnesota Business Corporation Act as follows:

1. Attached hereto is a copy of the Plan of Merger for the merger of Merger Sub with and into Target (the "Merger").
2. The Plan of Merger has been duly approved by the Board of Directors and the shareholders of both Merger Sub and Target, as required by the Minnesota Business Corporation Act.

Dated: August 31, 2004

"MERGER SUB":
PC ACQUISITION, INC.

By: John R. Helmer
Its: President

Dated: August 31, 2004

"TARGET":
NATURE VISION, INC.

By: [Signature]
Its: President

GP:1618885 v2

**PLAN OF MERGER
OF
PC ACQUISITION, INC.
WITH AND INTO
NATURE VISION, INC.**

This PLAN OF MERGER (this "Plan"), dated August 31, 2004, is for the merger of PC Acquisition, Inc., a Minnesota corporation ("Merger Sub"), with and into Nature Vision, Inc., a Minnesota corporation (the "Target").

Recitals

- A. Merger Sub, Photo Control Corporation, a Minnesota corporation (the "Acquiror"), Target and certain of its shareholders have entered into a Merger Agreement and Plan of Reorganization dated as of April 15, 2004 (the "Merger Agreement"), pursuant to which Merger Sub will be merged with and into Target (the "Merger").
- B. The Board of Directors and sole shareholder of Merger Sub have approved the merger of Merger Sub into Target pursuant to the Minnesota Business Corporation Act (the "MBCA").
- C. The Board of Directors and shareholders of Target have approved the merger of Merger Sub into Target pursuant to the MBCA.

NOW, THEREFORE, in consideration of the foregoing premises and to secure for themselves the benefits of the Merger, the parties to this Plan agree as follows:

ARTICLE I

Merger and Effect

- 1.1 Merger. On the Effective Date (as defined below), and upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub shall be merged with and into Target, and Target shall be the surviving corporation (the "Surviving Corporation"). The separate existence of Merger Sub will cease on the Effective Date, and thereupon Merger Sub and Target will be a single corporation continuing under the name of "Nature Vision Operating Inc." Target, as the Surviving Corporation, will succeed, as permitted by law, to all of the rights, assets, liabilities and obligations of Merger Sub under the MBCA.
- 1.2 Effective Date of Merger. The Merger shall be effective on the latter of (a) the day and at the time of the filing of the Articles of Merger and this Plan with the Secretary of State of the State of Minnesota or (b) August 31, 2004 at 3:01 p.m., Minnesota time (the "Effective Date").

- 1.3 Effect of Merger. The effect of the Merger shall be as provided in the applicable provisions of the MBCA. Without limiting the generality of the foregoing, insofar as permitted by the MBCA, at the Effective Date all the property, rights, assets, privileges and powers of Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of Merger Sub shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.
- 1.4 Articles of Incorporation; Bylaws. The articles of incorporation of Target will remain the articles of incorporation of the Surviving Corporation until amended as provided by law. The bylaws of Merger Sub will remain the bylaws of the Surviving Corporation until amended as provided by law.
- 1.5 Directors; Officers. The directors of the Surviving Corporation shall be Jeffrey P. Zernov and Michael R. Day, to hold office until such time as such directors resign, are removed or their respective successors are duly elected or appointed and qualified. The officers of the Surviving Corporation shall be Jeffrey P. Zernov, President and Chief Executive Officer, and Michael R. Day, Chief Financial Officer and Secretary, to hold office until such time as such officers resign, are removed or their respective successors are duly elected or appointed and qualified.

ARTICLE II

Merger Consideration

- 2.1 Conversion of Shares in the Merger.
- (a) As of the Effective Date, by virtue of the Merger and without any action on the part of Acquiror or Target or the shareholders of Acquiror or Target, each share of Target common stock, \$0.01 par value ("Target Common Stock"), issued and outstanding immediately prior to the Effective Date shall be cancelled and converted into and become the right to receive 0.58137 shares (the "Exchange Rate") of Acquiror common stock, \$0.08 par value ("Acquiror Common Stock").
- (b) At the Effective Date, each share of common stock, \$0.01 par value, of Merger Sub issued and outstanding immediately prior to the Effective Date shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock, \$0.01 par value, of the Surviving Corporation.
- 2.2 Conversion of Options and Warrants.
- (a) Each unexpired and unexercised warrant to purchase Target Common Stock shall be automatically converted into a warrant to purchase a number of shares of Acquiror Common Stock equal to the number of shares of Target Common Stock that could have been purchased under such warrant multiplied by the Exchange Rate (rounded to the nearest whole number of shares of Acquiror Common Stock) at an exercise price per share of Acquiror Common Stock equal to the exercise price per share of Target Common Stock contained in such warrant divided by the Exchange Rate (rounded to the nearest whole cent). The warrants for Acquiror

Common Stock shall otherwise be subject to the same terms and conditions as the warrants for the Target Common Stock from which they were converted.

- (b) Each unexpired and unexercised option to purchase Target Common Stock shall be automatically converted into a option to purchase a number of shares of Acquiror Common Stock equal to the number of shares of Target Common Stock that could have been purchased (assuming full vesting) under such option multiplied by the Exchange Rate (rounded to the nearest whole number of shares of Acquiror Common Stock) at an exercise price per share of Acquiror Common Stock equal to the exercise price per share of Target Common Stock contained in such option divided by the Exchange Rate (rounded to the nearest whole cent). The options for Acquiror Common Stock shall otherwise be subject to the same terms and conditions as the options for the Target Common Stock from which they were converted.

GP:1618885 v2

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 31 2004

Mary Kiffmeyer
Secretary of State

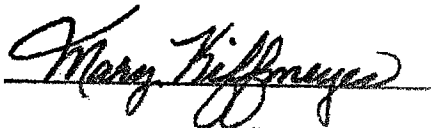
TRADEMARK

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 8-31-04



Secretary of State



By

