

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vetco, Inc.		03/26/2008	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Medtech Products Inc.
Street Address:	90 North Broadway
City:	Irvington
State/Country:	NEW YORK
Postal Code:	10533
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1881122	CLEAR COUGH
Serial Number:	77381067	
Serial Number:	77315905	
Registration Number:	1757536	LITTLE BOTTOMS
Registration Number:	2521149	LITTLE COLDS
Registration Number:	3007911	LITTLE FEVERS
Registration Number:	1737474	LITTLE NOSES
Registration Number:	2192528	LITTLE NOSES
Registration Number:	2030332	LITTLE REMEDIES
Serial Number:	77406141	LITTLE REMEDIES
Serial Number:	78772511	LITTLE REMEDIES FOR LITTLE ONES
Serial Number:	78772521	LITTLE REMEDIES FOR LITTLE ONES
Registration Number:	1981658	LITTLE TEETHERS

OP \$515.00 1881122

Serial Number:	77311025	LITTLE TODDLERS
Registration Number:	1839839	LITTLE TUMMY'S
Registration Number:	1613491	MEDADYNE
Registration Number:	2538095	
Serial Number:	77409534	
Registration Number:	2523530	WE MAKE IT ALL BETTER
Serial Number:	77406154	WE MAKE IT ALL BETTER!

CORRESPONDENCE DATA

Fax Number: (423)752-9548
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 423 209-4103
Email: echomyn@bakerdonelson.com
Correspondent Name: Micheline Kelly Johnson
Address Line 1: 633 Chestnut Street, 1800 Republic Centr
Address Line 2: Baker, Donelson, Bearman, Caldwell
Address Line 4: Chattanooga, TENNESSEE 37450-1800

ATTORNEY DOCKET NUMBER:	2016563-000044
NAME OF SUBMITTER:	Micheline Kelly Johnson
Signature:	/micheline kelly johnson/
Date:	06/03/2008

Total Attachments: 3
source=Certificate of Merger Vetco#page1.tif
source=Certificate of Merger Vetco#page2.tif
source=Certificate of Merger Vetco#page3.tif

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:

"VETCO, INC.", A NEW YORK CORPORATION,

WITH AND INTO "MEDTECH PRODUCTS INC." UNDER THE NAME OF "MEDTECH PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2008, AT 6:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

2654109 8100M

080377878



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6492528

DATE: 04-01-08

TRADEMARK
REEL: 003787 FRAME: 0925

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Medtech Products Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Vetco, Inc., a New York corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Medtech Products Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is Eleven Million (11,000,000), consisting of 10,000,000 shares of Common Stock, no par value per share and 1,000,000 shares of Preferred Stock, no par value per share.

SIXTH: The merger is to become effective on March 31, 2008.

SEVENTH: The Agreement of Merger is on file at 90 North Broadway, Irvington, New York 10533, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 26th day of March, 2008.

By: Eric Klee
Authorized Officer

Name: Eric Klee

Title: Assistant Secretary