

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/15/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Doane Pet Care Enterprises, Inc.		07/12/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Mars Petcare US, Inc.
Street Address:	315 Cool Springs Boulevard
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2591948	DPC

CORRESPONDENCE DATA

Fax Number: (202)857-6395
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202.857.6000
 Email: tmdocket@arentfox.com
 Correspondent Name: Cristina A. Carvalho
 Address Line 1: 1050 Connecticut Avenue, NW
 Address Line 2: TM Docket
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Cristina A. Carvalho
Signature:	/cac/
Date:	07/21/2008

OP \$40.00 2591948

Total Attachments: 3

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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:

"DOANE PET CARE ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "DOANE PET CARE COMPANY" UNDER THE NAME OF "MARS PETCARE US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2007, AT 1:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF JULY, A.D. 2007.

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

2545217 8100M

070807408



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5840658

DATE: 07-13-07

TRADEMARK

REEL: 003819 FRAME: 0467

CERTIFICATE OF MERGER
OF
DOANE PET CARE ENTERPRISES, INC.
(a Delaware corporation)
INTO
DOANE PET CARE COMPANY
(a Delaware corporation)

Pursuant to Sections 228 and 251 of the Delaware General Corporation Law, (the "DGCL"), Doane Pet Care Company, a Delaware corporation ("Subsidiary"), hereby certifies to the following information relating to the merger (the "Merger") of Doane Pet Care Enterprises, Inc., a Delaware corporation ("Parent") with and into Subsidiary, pursuant to the Agreement and Plan of Merger, dated as of July 12, 2007 (as amended, restated or otherwise modified from time to time, the "Merger Agreement"):

1. The names and states of incorporation of the Parent and Subsidiary, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Doane Pet Care Enterprises, Inc.....	Delaware
Doane Pet Care Company	Delaware

2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

3. The name of the surviving corporation will be Mars Petcare US, Inc. (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Subsidiary as in effect immediately prior to the Merger shall be amended as follows and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation:

"FIRST: The name of the Corporation is Mars Petcare US, Inc."

5. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 6885 Elm Street, McLean, Virginia, a copy of which will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

6. The Merger shall become effective as of July 15, 2007.

Dated as of July 12, 2007.

[Signature Page Follows.]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation as of the date first written above.

DOANE PET CARE COMPANY

By: EW O. Kollar
Name: Ellen O. Kollar
Title: General Counsel, North America
+ Assistant Secretary