

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/04/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IVX ANIMAL HEALTH, INC.		10/04/2005	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	IVX ANIMAL HEALTH, INC.
Street Address:	4400 Biscayne Boulevard
City:	Miami
State/Country:	FLORIDA
Postal Code:	33137
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2851225	DVM

CORRESPONDENCE DATA

Fax Number: (212)949-1690
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-697-3750
 Email: lap@kirschsteinlaw.com
 Correspondent Name: Lisa A. Pieroni
 Address Line 1: 425 Fifth Avenue
 Address Line 2: 5th Floor
 Address Line 4: New York, NEW YORK 10016-2223

ATTORNEY DOCKET NUMBER:	DVM
NAME OF SUBMITTER:	Lisa A. Pieroni
Signature:	/Lisa A. Pieroni/

CH \$40.00 2851225

Date:

12/19/2008

Total Attachments: 19

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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:

"IVX ANIMAL HEALTH, INC.", A FLORIDA CORPORATION,
WITH AND INTO "PSI HOLDINGS, INC." UNDER THE NAME OF "IVX ANIMAL HEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2005, AT 4:24 O'CLOCK P.M.

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

3559043 8100M

050812664



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4210222

DATE: 10-06-05

TRADEMARK
REEL: 003906 FRAME: 0687


**CERTIFICATE OF MERGER
OF
IVX ANIMAL HEALTH, INC.
INTO
PSI HOLDINGS, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - i. IVX Animal Health, Inc. ("IVX"), which is incorporated under the laws of the State of Florida; and
 - ii. PSI Holdings, Inc. ("PSI"), which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporation in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by IVX in accordance with the laws of the State of Florida and by PSI in the same manner as provided in Section 251 of the General Corporation Law of the State of Delaware ("DGCL")
3. The name of the surviving corporation in the merger herein certified is PSI Holdings, Inc., which will continue its existence as said surviving corporation under the name IVX Animal Health, Inc. upon the effective date of said merger pursuant to the provisions of the DGCL.
4. The Certificate of Incorporation of PSI, is to be amended to change the name of the Corporation from "PSI Holdings, Inc." to "IVX Animal Health, Inc.," and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the DGCL.
5. The executed Merger Agreement between the aforesaid corporations is on file at the office of PSI, the address of which is 4400 Biscayne Boulevard, Miami, Florida 33137. A copy of the Merger Agreement will be furnished by the surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.
6. The authorized capital stock of IVX consists of One Thousand (1,000) shares of common stock, at \$0.10 par value.
7. The Merger Agreement provides that the merger herein certified shall be effective upon filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, IVX and PSI have caused this certificate to be signed by an authorized officer, this 4th day of October, 2005.

PSI HOLDINGS, INC., the Surviving Corporation

By: 
Steven D. Rubin, Secretary

IVX ANIMAL HEALTH, INC.

By: 
Steven D. Rubin, Secretary

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ARTICLES OF MERGER
OF
IVX ANIMAL HEALTH, INC.,
WITH AND INTO
PSI HOLDINGS, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned IVX Animal Health, Inc. and PSI Holdings, Inc. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is PSI Holdings, Inc., a Delaware corporation ("PSI"). The name of the merging corporation is IVX Animal Health, Inc., a Florida corporation ("IVX").

2. A copy of the Agreement and Plan of Merger, dated as of October 4, 2005, by and between PSI and IVX, is attached hereto as Exhibit A and incorporated herein by reference.

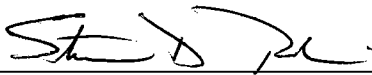
3. This merger shall become effective on the later to occur of filing of these Articles of Merger with the Secretary of State of the State of Florida and the filing of the Certificate of Merger relating to this merger with the Secretary of State of the State of Delaware.

4. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors and the sole shareholder of IVX by written consent without a meeting in the manner prescribed by the Florida Business Corporation Act.


5. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors of PSI by written consent without a meeting in the manner prescribed by the Delaware General Corporation Law. Stockholder consent was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 4th day of October, 2005.

IVX ANIMAL HEALTH, INC., a Florida corporation

By: 
Steven D. Rubin, Secretary

PSI HOLDINGS, INC., a Delaware corporation

By: 
Steven D. Rubin, Secretary

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 4th day of October, 2005, by and between PSI Holdings, Inc., a Delaware corporation ("PSI"), and IVX Animal Health, Inc., a Florida corporation ("IVX").

WITNESSETH:

WHEREAS, PSI is the wholly owned subsidiary of IVX.

WHEREAS, the respective Boards of Directors of PSI and IVX deem it advisable and in the best interests of their respective corporations and shareholders to have IVX merge with and into PSI pursuant to this Agreement and the applicable respective provisions of the laws of the State of Florida and the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of PSI and IVX and the sole shareholder of IVX have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, IVX shall merge with and into PSI, with PSI being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

ARTICLE 2 EFFECTIVE DATE

Respective Articles of Merger and Certificate of Merger executed in accordance with the respective laws of the State of Florida and the State of Delaware shall be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall become effective on the later to occur of the filing of Articles of Merger relating to the Merger with the Secretary of State of the State of Florida and the filing of Certificate of Merger relating to the Merger with the Secretary of State of the State of Delaware (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of PSI and IVX shall cease and PSI and IVX shall become and be a single corporation, with PSI as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of PSI shall continue in effect and be unimpaired by the Merger.

(iii) PSI, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of IVX and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in PSI without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of IVX shall be preserved unimpaired; PSI as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and IVX and all of the debts, liabilities and obligations of IVX shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Certificate of Incorporation of PSI as in effect immediately prior to the Merger becoming effective, shall be the Certificate of Incorporation of the Surviving Corporation, except that the Certificate of Incorporation shall be amended to change the name of the Surviving Corporation to "**IVX Animal Health, Inc.**"

(ii) The Bylaws of PSI in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Certificate of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of PSI immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full

unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) IVX Shares. Upon the Effective Date of the Merger, each share of IVX's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into a share of the capital stock of the Surviving Corporation. Upon surrender of any certificates formerly representing shares of IVX's capital stock by the holder thereof, following the Merger, the Surviving Corporation shall issue a certificate to such holder representing a like number of the shares of the capital stock of the Surviving Corporation.

(b) Cancellation of PSI's Shares. Upon the Effective Date of the Merger, each share of PSI's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida and the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
IVX ANIMAL HEALTH, INC.
INTO
PSI HOLDINGS, INC.**

It is hereby certified that:

1. PSI Holdings, Inc. (the "Corporation") is a business corporation organized pursuant to the Delaware General Corporation Law.
2. IVX Animal Health, Inc. ("IVX") is a corporation organized pursuant to the Florida Business Corporation Act.
3. IVX is the owner of all of the outstanding shares of common stock of the Corporation.
4. On October 4, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge IVX into the Corporation:


RESOLVED, that IVX be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of IVX be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by IVX in its name.

RESOLVED that this Corporation shall assume all of the obligations of IVX.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded in the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and, within any other appropriate jurisdiction.

RESOLVED, that upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, the Corporation's Certificate of Incorporation shall hereby be amended to change the Corporation's corporate name from "PSI Holdings, Inc." to "**IVX Animal Health, Inc.**"

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 5, 2005, for PSI HOLDINGS, INC., the surviving Delaware entity not authorized to transact business in Florida, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H05000234034. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

Authentication Code: 105A00060535-100505-

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of October, 2005



Glenda E. Hood
Glenda E. Hood
Secretary of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 5, 2005

PSI HOLDINGS, INC.
%STEARNS WEAVER MILLER, ET AL.
MIAMI, FL

The Articles of Merger were filed on October 5, 2005, for PSI HOLDINGS, INC., the surviving Delaware entity not authorized to transact business in Florida.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H05000234034.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Susan Payne
Senior Section Administrator
Division of Corporations

Letter Number: 105A00060535

ARTICLES OF MERGER
OF
IVX ANIMAL HEALTH, INC.,
WITH AND INTO
PSI HOLDINGS, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned IVX Animal Health, Inc. and PSI Holdings, Inc. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is PSI Holdings, Inc., a Delaware corporation ("PSI"). The name of the merging corporation is IVX Animal Health, Inc., a Florida corporation ("IVX").
2. A copy of the Agreement and Plan of Merger, dated as of October 4, 2005, by and between PSI and IVX, is attached hereto as Exhibit A and incorporated herein by reference.
3. This merger shall become effective upon the filing of the Certificate of Merger relating to this merger with the Secretary of State of the State of Delaware.
4. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors and the sole shareholder of IVX by written consent without a meeting in the manner prescribed by the Florida Business Corporation Act.
5. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors of PSI by written consent without a meeting in the manner prescribed by the Delaware General Corporation Law. Stockholder consent was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 4th day of October, 2005.

IVX ANIMAL HEALTH, INC., a Florida corporation

By: Steven D. Rubin
Steven D. Rubin, Secretary

PSI HOLDINGS, INC., a Delaware corporation

By: Steven D. Rubin
Steven D. Rubin, Secretary

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 4th day of October, 2005, by and between PSI Holdings, Inc., a Delaware corporation ("PSI"), and IVX Animal Health, Inc., a Florida corporation ("IVX").

W I T N E S S E T H:

WHEREAS, PSI is the wholly owned subsidiary of IVX.

WHEREAS, the respective Boards of Directors of PSI and IVX deem it advisable and in the best interests of their respective corporations and shareholders to have IVX merge with and into PSI pursuant to this Agreement and the applicable respective provisions of the laws of the State of Florida and the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of PSI and IVX and the sole shareholder of IVX have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1
THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, IVX shall merge with and into PSI, with PSI being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

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EFFECTIVE DATE

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CERTAIN RESULTS OF THE MERGER

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(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of PSI shall continue in effect and be unimpaired by the Merger.

(iii) PSI, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of IVX and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in PSI without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of IVX shall be preserved unimpaired; PSI as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and IVX and all of the debts, liabilities and obligations of IVX shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

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(ii) The Bylaws of PSI in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Certificate of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of PSI immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full

unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) IVX Shares. Upon the Effective Date of the Merger, each share of IVX's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into a share of the capital stock of the Surviving Corporation. Upon surrender of any certificates formerly representing shares of IVX's capital stock by the holder thereof, following the Merger, the Surviving Corporation shall issue a certificate to such holder representing a like number of the shares of the capital stock of the Surviving Corporation.

(b) Cancellation of PSI's Shares. Upon the Effective Date of the Merger, each share of PSI's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida and the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

