

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM342255

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quaker Pet Group, LLC		02/23/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Quaker Pet Group, Inc.		
Street Address:	14 Troy Hills Road		
Internal Address:	Suite 1		
City:	Whippany		
State/Country:	NEW JERSEY		
Postal Code:	07981		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	86401770	GODOG	
Serial Number:	86401765	GODOG	
Serial Number:	86401754	GODOG	
Serial Number:	86401744	GODOG	
Serial Number:	86401736	GODOG	
Serial Number:	86401716	GODOG	
Serial Number:	86401690	GODOG	
Serial Number:	85011704	CAT'S CLUB	
Serial Number:	85170087	CHEW TUFF TECHNOLOGY	
Serial Number:	85170017	CHEW TUFF	
Serial Number:	85158781	SILVER TAILS	
Serial Number:	78193086	BOTTOM'S UP LEASH	
Serial Number:	76500291	CLOAK & DAWGGIE	
Serial Number:	76194504	NEW YORK DOG	
Serial Number:	76194503	NEW YORK DOG	
CORRESPONDENCE DATA			
Fax Number:	2127986374		

CH \$390.00 86401770

TRADEMARK

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212 326 0402
Email: lspector@pryorcashman.com, jalbrink@pryorcashman.com
Correspondent Name: Lawrence A. Spector
Address Line 1: c/o Pryor Cashman LLP, 7 Times Square
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	16525.00010
NAME OF SUBMITTER:	Jonathan Albrink
SIGNATURE:	/Jonathan Albrink/
DATE SIGNED:	05/22/2015

Total Attachments: 21

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "QUAKER PET GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF JUNE, A.D. 2010, AT 4:44 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "QUAKERS, LLC" TO "QUAKER PET GROUP, LLC", FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010, AT 1:19 O'CLOCK P.M.

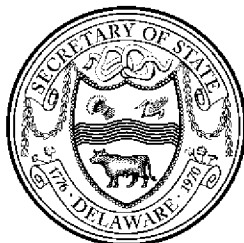
CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "QUAKER PET GROUP, LLC" TO "QUAKER PET GROUP, INC.", FILED THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2015, AT 6:05 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2015, AT 6:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "QUAKER PET GROUP, INC."

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2375245

DATE: 05-13-15

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

TRADEMARK
REEL: 005522 FRAME: 0301

CERTIFICATE OF FORMATION

OF


QUAKERS, LLC

(Pursuant to Section 18-201 of the Delaware Limited Liability Company Act)

The undersigned, as an authorized person, in order to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

1. The name of the company is Quakers, LLC (the "Company").
2. The address of the registered office and the name and address of the registered agent for service of process on the Company in the State of Delaware required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.
3. The Company is to have perpetual existence.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation on the 9th day of June, 2010.



David C. Blatte
Authorized Person

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
QUAKERS, LLC**

(Pursuant to Section 18-202 of the Delaware Limited Liability Company Act)

It is hereby certified that:

1. The name of the limited liability company is Quakers, LLC (the "Company").

2. The Certificate of Formation of the Company is hereby amended to delete Paragraph 1 in its entirety and replace such Paragraph with the following:

"1. The name of the limited liability company is Quaker Pet Group, LLC (the "Company")."

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Amendment on the 22nd day of December, 2010.

/s/ David C. Blatte

David C. Blatte
Authorized Person

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION

PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

FEBRUARY ~~23~~, 2015

- 1.) The jurisdiction where the Limited Liability Company was first formed is Delaware.
- 2.) The date the Limited Liability Company was first formed is June 9, 2010.
- 3.) The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is Quaker Pet Group, LLC.
- 4.) The name of the Corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the Delaware General Corporation Law is Quaker Pet Group, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion on the date set forth above.

By: 

Name: David C. Blatte
Print or Type

Title: Authorized Person
Print or Type

**CERTIFICATE OF INCORPORATION
OF
QUAKER PET GROUP, INC.**

FIRST: The name of the corporation (the "**Corporation**") is Quaker Pet Group, Inc.

SECOND: The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, County of Kent, Dover, DE 19904. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "**DGCL**").

FOURTH: The aggregate number of shares of stock that the Corporation shall have the authority to issue shall be Ten Thousand One Hundred (10,100), consisting of (a) Five Thousand One Hundred (5,100) shares of common stock, \$0.001 par value per share ("**Common Stock**"), and (b) Five Thousand (5,000) shares of preferred stock, \$0.001 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation:

1. COMMON STOCK

a. Voting Rights.

The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation, subject in all cases to the rights of the Preferred Stock, if any; *provided, however*, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this certificate of incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this certificate of incorporation or pursuant to the DGCL. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

b. Dividends.

Subject to the rights of the Preferred Stock, if any, dividends may be paid on the Common Stock as and when declared by the board of directors of the Corporation (the "**Board of Directors**").

c. Liquidation Rights.

Subject to the prior and superior right of the Preferred Stock, if any, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed in accordance with the provisions of this certificate of incorporation, as it may from time to time be amended or supplemented. Such funds shall be paid to the holders of Common Stock *pro rata* on the basis of the number of shares of Common Stock held by each of them.

d. Residual Rights.

All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary in this certificate of incorporation, as it may from time to time be amended or supplemented, shall be vested in the Common Stock.

For the avoidance of doubt, the Common Stock includes the shares of Common Stock issued upon the conversion of shares of Preferred Stock pursuant to Section 2(d) of this Article FOURTH.

2. PREFERRED STOCK

Each reference to a Section in this Section 2 of this Article FOURTH shall mean a Section in this Section 2 of this Article FOURTH unless otherwise expressly stated.

a. Dividend Rights.

- i. Holders of Preferred Stock, in preference to the holders of the Common Stock or any other equity securities of the Corporation ranking as to redemption, liquidation, voting or dividends junior to the Preferred Stock (collectively with the Common Stock, "**Junior Stock**"), shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of five percent (5%) per annum of the Original Issue Price (as defined below) on each outstanding share of Preferred Stock. Such dividends shall be cumulative but not compounded and shall accrue daily with respect to each issued and outstanding share of Preferred Stock from the Original Issue Date (as defined in Section 2(d)(v)) and shall be payable (i) when and if declared by the Board of Directors, (ii) upon a redemption in accordance with Section 6 below, or (iii) upon the occurrence of a Liquidation Event (as hereinafter defined). The "**Original Issue Price**" of the Preferred Stock shall be Three Hundred Dollars (\$300.00) per share, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to the shares of Preferred Stock.

- ii. So long as any shares of Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared, nor shall any other distribution be made, on any Junior Stock, nor shall any shares of any Junior Stock of the Corporation be purchased, redeemed or otherwise acquired for value by the Corporation (except for acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares upon termination of services to the Corporation or in exercise of the Corporation's right of first refusal upon a proposed transfer) until all dividends (set forth in Section 2(a) above) on the Preferred Stock shall have been paid or declared and set apart. In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Preferred Stock in an amount equal, per share (on an as-if-converted to Common Stock basis), to the amount paid or set aside for each share of Common Stock. The provisions of this Section 2(b) shall not, however, prohibit or apply to (i) a dividend with respect to Junior Stock payable in Common Stock, (ii) the acquisition of shares of any Junior Stock in exchange for shares of any other Junior Stock or, (iii) any acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares upon termination of services to the Corporation or in exercise of the Corporation's right of first refusal upon a proposed transfer.

b. Voting Rights.

- i. Except as otherwise provided herein or as required by law, the Preferred Stock shall be voted with the shares of the Common Stock of the Corporation and not as a separate class, at any annual or special meeting of stockholders of the Corporation, and may act by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of Preferred Stock shall be entitled to such number of votes as shall be equal to the number of whole shares of Common Stock into which such holder's aggregate number of shares of Preferred Stock are convertible (pursuant to Section 5 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.
- ii. For so long as any shares of Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the outstanding shares of Preferred Stock voting together as a single class on an as-converted to Common Stock basis:
 1. amend or repeal any provisions of this certificate of incorporation or the Bylaws of the Corporation;
 2. declare or pay dividends on Common Stock or Preferred Stock, except as authorized by this certificate of incorporation;

3. increase the total number of authorized shares of Preferred Stock;
4. create any new class or series of shares having, or reclassify any class or series of shares to have, any rights, preferences, or privileges superior to or on a parity with the Preferred Stock, or alter or change the rights, preferences, or privileges of the shares of Preferred Stock whether by amendment, waiver or repeal of any provision of this certificate of incorporation or whether by merger, consolidation, recapitalization or otherwise;
5. restrict the dividend or conversion rights of the Preferred Stock set forth in this certificate of incorporation;
6. authorize a Liquidation Event (as defined in Section 2(c));
7. issue any debt of more than, singly or in the aggregate, \$500,000, other than debt incurred in the ordinary course of business or issue any debt with equity conversion provisions or warrants, or guarantee, directly or indirectly, any indebtedness;
8. do any act or thing which would result in the taxation of the holders of the Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any successor provision); or
9. effect an exchange, reclassification, or cancellation of shares of any class or series or effect any repurchase or redemption of any shares of capital stock of the Corporation, other than the repurchase at cost or the lesser of cost or fair market value (i) of shares of Common Stock issued to or held by employees, directors or consultants of or to the corporation or any of its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of such repurchase between the corporation and such persons and (ii) of shares of Common Stock in connection with the exercise of the right of first refusal pursuant to agreements providing for the right of first refusal between the Corporation and any of its stockholders.

c. Liquidation Rights.

- i. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "**Liquidation Event**"), before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount per share of Preferred Stock equal to the Original Issue Price plus any accrued but unpaid dividends on the Preferred Stock for each share of Preferred Stock held by them. If, upon a Liquidation Event, the assets of the Corporation shall be

insufficient to make payment in full to all holders of shares of Preferred Stock of their liquidation preference, then such assets shall be distributed among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Nothing in this Section 2(c)(i) shall be deemed to prohibit any holder of Preferred Stock from converting his, her or its shares of Preferred Stock into shares of Common Stock in accordance with Section 2(d) below at any time prior to a Liquidation Event and participating in distributions with respect to such Liquidation Event as a holder of Common Stock.

- ii. After the payment of the full liquidation preference of the Preferred Stock as set forth in Section 2(c)(i) above, the assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Junior Stock.
- iii. Any transaction involving (a) the sale of all or substantially all of the assets of the Corporation and its subsidiaries in a transaction or series of transactions, or (b) any merger, consolidation or reorganization to which the Corporation is a party, except for a merger, consolidation or reorganization in which after giving effect to such merger, consolidation or reorganization, the stockholders holding a majority of the outstanding voting power of the Corporation immediately prior to the merger, consolidation or reorganization of the Corporation have at least a majority of the outstanding voting power of the surviving entity after the merger, consolidation or reorganization (each, a "**Change of Control**"), shall be deemed a Liquidation Event under this Section 2(c).
- iv. In the event of a Change of Control, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors. Any securities shall be valued as follows:
 1. Securities not subject to investment letter or other similar restrictions on free marketability covered by (ii) below:
 - a. If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such quotation system over the 30 day period ending three days prior to the closing;
 - b. If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the 30 day period ending three days prior to the closing; and
 - c. If there is no active public market, the value shall be the fair market value thereof, as determined by the Board of Directors.

2. The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in Section 2(c)(iv)(1) (a), (b) or (c) to reflect the approximate fair market value thereof, as determined by the Board of Directors.

d. Conversion Rights.

The holders of the Preferred Stock shall have the following rights with respect to the conversion of the Preferred Stock into shares of Common Stock (the "**Conversion Rights**"):

- i. **Optional Conversion.** Subject to and in compliance with the provisions of this Section 2(d), any shares of Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the Preferred Stock Conversion Rate then in effect (determined as provided in Section 2(d)(ii)) by the number of shares of Preferred Stock being converted.
- ii. **Preferred Stock Conversion Rate.** The conversion rate in effect at any time for conversion of the Preferred Stock (the "**Preferred Stock Conversion Rate**") shall be the quotient obtained by dividing the Original Issue Price of the Preferred Stock by the "**Preferred Stock Conversion Price**," calculated as provided in Section 2(d)(iii).
- iii. **Preferred Stock Conversion Price.** The conversion price for the Preferred Stock shall initially be the Original Issue Price of the Preferred Stock (the "**Preferred Stock Conversion Price**"). Such initial Preferred Stock Conversion Price shall be adjusted from time to time in accordance with this Section 2(d). All references to the Preferred Stock Conversion Price herein shall mean the Preferred Stock Conversion Price as so adjusted.
- iv. **Mechanics of Conversion.** Each holder of Preferred Stock who desires to convert the same into shares of Common Stock pursuant to this Section 2(d) shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number of shares of Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled; *provided*, that, in the event the shares of Preferred Stock are automatically converted pursuant to Section 2(d)(xiii) below, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock

to which such holder is entitled and shall promptly pay in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board of Directors as of the date of such conversion) any accrued but unpaid dividends on the shares of Preferred Stock being converted. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Preferred Stock to be converted, *provided*, that, a conversion upon a Liquidation Event shall be deemed to have been made at the close of business on the date immediately prior to the closing date of such Liquidation Event, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

- v. **Adjustment for Stock Splits and Combinations.** If the Corporation shall at any time or from time to time after the date that the first share of Preferred Stock is issued (the "**Original Issue Date**") effect a subdivision of the outstanding Common Stock without a corresponding subdivision of the Preferred Stock, the Preferred Stock Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Preferred Stock, the Preferred Stock Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 2(d)(v) shall become effective at the close of business on the date the subdivision or combination becomes effective.
- vi. **Adjustment for Common Stock Dividends and Distributions.** If the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Junior Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Preferred Stock Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Preferred Stock Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Preferred Stock Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Preferred Stock Conversion Price shall be

adjusted pursuant to this Section 2(d)(vi) to reflect the actual payment of such dividend or distribution.

- vii. **Adjustment for Reclassification, Exchange and Substitution.** If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a Change of Control or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 2(d)), in any such event each holder of Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

- viii. **Reorganizations, Mergers or Consolidations.** If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock or the merger or consolidation of the Corporation with or into another corporation or another entity or person (other than a Change of Control or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 2(d)), as a part of such capital reorganization, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 2(d) with respect to the rights of the holders of Preferred Stock after the capital reorganization to the end that the provisions of this Section 2(d) (including adjustment of the Preferred Stock Conversion Price then in effect and the number of shares issuable upon conversion of the Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

- ix. **Sale of Shares Below Preferred Stock Conversion Price.**
 - 1. If at any time or from time to time after the Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this subsection (i) to have issued or sold, Additional Shares of Common Stock (as defined in subsection 2(d)(ix)(4) below), other than as a dividend or other

distribution on any class of stock as provided in Section 2(d)(vi) above, and other than a subdivision or combination of shares of Common Stock as provided in Section 2(d)(v) above, for an Effective Price (as defined in subsection 2(d)(ix)(4) below) less than the then existing Preferred Stock Conversion Price, then and in each such case the then existing Preferred Stock Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by dividing (1) the sum of (x) the product derived by multiplying the Preferred Stock Conversion Price in effect immediately prior to such issue or sale by the number of shares of Common Stock deemed outstanding immediately prior to such issue or sale, plus (y) the consideration, if any, received by the Corporation upon such issue or sale, by (2) the number of shares of Common Stock deemed outstanding immediately prior to such issue or sale. For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding, (B) the number of shares of Common Stock into which the then outstanding shares of Preferred Stock could be converted if fully converted on the day immediately preceding the given date and (C) the number of shares of Common Stock which could be obtained through the exercise or conversion of all other rights, options and convertible securities outstanding on the day immediately preceding the given date.

2. For the purpose of making any adjustment required under this Section 2(d)(ix), the consideration received by the Corporation for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors (subject in the case of securities to the provisions of Section 2(c)(iv) hereof) and (C) if Additional Shares of Common Stock, Convertible Securities (as defined in subsection 2(d)(ix)(3)) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.
3. For the purpose of the adjustment required under this Section 2(d)(ix), if the Corporation issues or sells (i) stock or other securities convertible into Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "**Convertible Securities**") or (ii) rights or options

for the purchase of Additional Shares of Common Stock or Convertible Securities and if the Effective Price of such Additional Shares of Common Stock is less than the Preferred Stock Conversion Price, in each case the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; *provided* that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Corporation shall be deemed to have received the minimum amounts of consideration without reference to such clauses; *provided further* that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; *provided further* that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Preferred Stock Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Preferred Stock Conversion Price as originally adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Preferred Stock Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the

granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, *provided* that such readjustment shall not apply to prior conversions of Preferred Stock.

4. **“Additional Shares of Common Stock”** shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 2(d)(ix), whether or not subsequently reacquired or retired by the Corporation, other than (A) stock options or shares of stock issued to employees, officers or directors of, or consultants or advisors to the Corporation pursuant to a stock incentive plan or any other stock purchase plan, stock option plan or other arrangements in effect on the Original Issue Date or subsequently approved by the Board of Directors, or shares of Common Stock issued on the exercise of options under such plans; (B) new securities issued to the public pursuant to a registration statement filed under the Securities Act of 1933, as amended, approved by the Board of Directors; (C) new securities issued pursuant to the acquisition by the Corporation or its subsidiaries of another person, whether by purchase of stock, merger, consolidation, purchase of all or substantially all of the assets of such person or other form of reorganization or otherwise; (D) options issued in the form of warrants issued to lessors of property and/or equipment or to financial institutions or related entities in connection with commercial credit or financing or other similar arrangements which are approved by the Board of Directors; (E) new securities issued in connection with partnering arrangements and strategic relationships which are approved by the Board of Directors; (F) new securities issued to vendors, customers and consultants to the Corporation to the extent approved by the Board of Directors; and (G) new securities issued in any equity financing transaction with gross proceeds to the Corporation in excess of \$5,000,000 in which neither David C. Blatte nor any of his affiliates or related persons participate. References to Common Stock in the subsections of this clause (4) above shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 2(d)(ix). The **“Effective Price”** of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this Section 2(d)(ix), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section 2(d)(ix), for such Additional Shares of Common Stock.
- x. **Certificate of Adjustment.** In each case of an adjustment or readjustment of the Preferred Stock Conversion Price for the number of shares of Common Stock or

other securities issuable upon conversion of the Preferred Stock, if the Preferred Stock is then convertible pursuant to this Section 2(d), the Corporation, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall provide such certificate to each registered holder of Preferred Stock at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the Preferred Stock Conversion Price at the time in effect, (iii) the number of Additional Shares of Common Stock and (iv) the type and amount, if any, of other property which at the time would be received upon conversion of the Preferred Stock.

- xi. **Notices of Record Date.** Upon any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are (i) entitled to receive any dividend or other distribution or (ii) entitled to vote with respect to any Change of Control or other capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Preferred Stock at least 10 days prior to the record date specified therein (or such shorter period approved by holders of at least a majority of the outstanding shares of Preferred Stock) a notice specifying the date on which any such record is to be taken (A) for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) for the purpose of determining stockholders entitled to vote with respect to any such Change of Control, reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Change of Control, reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.
- xii. **Distributions Upon Liquidity Event.** In addition to the notice described in Section 2(d)(xi) above, the Corporation shall deliver to each holder of Preferred Stock notice of any Liquidation Event (including any Change of Control) at least twenty (20) days prior to such event, which notice shall state all material facts and common terms relating to such Liquidation Event, including without limitation: (i) the nature of such Liquidation Event, including, without limitation the nature, amount, terms and conditions of payment, if any, to the holders of Preferred Stock, Common Stock and any other Junior Stock in connection with such

Liquidation Event, (ii) the date on which such Liquidation Event is expected to occur and (iii) the procedures that must be followed (and the latest date that such procedures must be completed) in order for such holder to effect a conversion of shares, if any, of Preferred Stock into shares of Common Stock.

xiii. **Automatic Conversion.**

1. Each share of Preferred Stock shall automatically be converted into shares of Common Stock, based on the then-effective Preferred Stock Conversion Price, (A) immediately upon the effective date of a firm commitment public offering of the Corporation's securities under the Securities Act of 1933, as amended (the "**Securities Act**") (whether or not underwritten, but excluding any offering pursuant to Form S-8 under the Securities Act or any other publicly registered offering pursuant to the Securities Act solely pertaining to an issuance of shares of common stock or securities exercisable therefor under any benefit plan, employee compensation plan, or employee or director stock purchase plan) of the Corporation's equity securities pursuant to an effective registration statement under the Securities Act at a purchase price per share of Common Stock at least equal to the Original Issue Price and resulting in gross proceeds to the Corporation of at least \$25,000,000, or any merger, consolidation or other similar transaction, in each case following which the equity of the Corporation is traded on the New York Stock Exchange, the American Stock Exchange, or the National Association of Securities Dealers Automated Quotation System (a "**Qualified IPO**"), or (B) at any time upon the written consent of the holders of at least a majority of the then outstanding shares of the Preferred Stock.
2. Upon the occurrence of either of the events specified in Section 2(d)(xiii)(1) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however*, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Preferred Stock, the holders of Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the

number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

- xiv. **Conditional Conversion.** Notwithstanding any other provision hereof, if a conversion of Preferred Stock is to be made in connection with a Qualified IPO, a Change of Control or other transaction affecting the Corporation, the conversion of any Preferred Stock may, at the election of the holder thereof, be conditioned upon the consummation of such transaction, in which case such conversion shall not be deemed to be effective until such transaction has been consummated.
- xv. **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of conversion.
- xvi. **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.
- xvii. **Treasury Stock.** The number of shares of capital stock of the Corporation outstanding at any given time shall not include any shares owned or held by or for the account of the Corporation or any subsidiary, and the disposition of any such stock so owned or held shall be considered an issue or sale of capital stock.
- xviii. **Notices.** Any notice required by the provisions of this Section 2(d) shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one day after deposit with a nationally recognized overnight courier, specifying next day delivery, with

verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

- xix. **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.
- xx. **No Dilution or Impairment.** Without the consent of the holders of a majority of the then outstanding shares of Preferred Stock, the Corporation shall not amend this certificate of incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or take any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed under this Section 2(d) by the Corporation, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against dilution or other impairment.

e. Redemption.

The Corporation may redeem the shares of Preferred Stock as follows:

- i. At any time on or after the date hereof, the Corporation shall have the right, but not the obligation to redeem all, and not less than all, of the Preferred Stock then outstanding at a redemption price per share equal to 125% of the then effective Original Issue Price. To exercise such right, the Corporation shall provide a written notice (a "**Redemption Notice**") to the holders of Preferred Stock of its election to redeem all or a portion of the Preferred Stock then outstanding, which Redemption Notice will indicate the number of shares of Preferred Stock to be redeemed by the Corporation.
- ii. The redemption price of the Preferred Stock shall be payable on a date determined by the Board of Directors upon at least ten (10) and no more than thirty (30) days prior written notice (such date, the "**Redemption Date**").
- iii. Notwithstanding anything herein to the contrary, at any time prior to the Redemption Date, each holder of Preferred Stock shall have the right to convert the Preferred Stock it holds into Common Stock in accordance with Section 2(d), whereupon such shares of Preferred Stock shall no longer be subject to redemption in accordance with this Section 2(e).

f. Waivers.

Any of the rights, powers or preferences of the holders of shares of the Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of a majority of the shares of Preferred Stock then outstanding.

FIFTH: The name and mailing address of the incorporator is:

David C. Blatte
22 Woodhollow Road
East Hills, New York 11577

SIXTH: Unless and except to the extent that the by-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.


SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors of the Corporation is expressly authorized to make, alter and repeal the by-laws of the Corporation.

EIGHTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.


NINTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of any nature conferred upon stockholders, directors, officers or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are subject to this reserved power.

TENTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 23 day of February, 2015.


David C. Blatte
Incorporator

Schedule of Trademarks - Quaker Pet Group, LLC

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
GODOG	86401770	Sep. 22, 2014	n/a	n/a
GODOG	86401765	Sep. 22, 2014	n/a	n/a
GODOG	86401754	Sep. 22, 2014	n/a	n/a
GODOG	86401744	Sep. 22, 2014	n/a	n/a
GODOG	86401736	Sep. 22, 2014	n/a	n/a
GODOG	86401716	Sep. 22, 2014	n/a	n/a
GODOG	86401690	Sep. 22, 2014	n/a	n/a
CAT'S CLUB	85011704	Apr. 12, 2010	4498335	Mar. 18, 2014
CHEW TUFF TECHNOLOGY	85170087	Nov. 05, 2010	4191316	Aug. 14, 2012
CHEW TUFF	85170017	Nov. 05, 2010	4191314	Aug. 14, 2012
SILVER TAILS	85158781	Oct. 22, 2010	4296024	Feb. 26, 2013
BOTTOM'S UP LEASH	78193086	Dec. 10, 2002	2794845	Dec. 16, 2003
<i>cloak & dawgie</i>	76500291	Mar. 25, 2003	2852906	Jun. 15, 2004
NEW YORK  dog	76194504	Jan. 16, 2001	2607001	Aug. 13, 2002
NEW YORK DOG	76194503	Jan. 16, 2001	2568675	May 07, 2002