

11-04-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

DynaGel Incorporated

10-29-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 5/27/2003

2. Name and address of receiving party(ies)

Name: GELITA USA Inc.

Internal

Address:

Street Address: 2445 Port Neal Road

City: Sergeant Bluff State: IA Zip: 51054

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2291896, 2291895 0873157 and 0750251

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: H.Richard Hagen

Internal Address: Mayer Brown Rowe & Maw LLP (03017691 CDore)

Street Address: P.O. Box 2828

Refund Ref: City: Chicago State: IL Zip: 60690-2828

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 125.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

13-0019

DO NOT USE THIS SPACE

Signature CHECK Refund Total: \$10.00

H. Richard Hagen Name of Person Signing

Signature

10/29/2003 Date

Total number of pages including cover sheet, attachments, and document:

5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

11/03/2003 ECOOPER 00000105 2291896

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TRADEMARK REEL: 002856 FRAME: 0341

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:

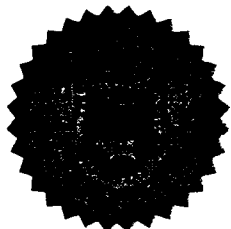
"DYNAGEL INCORPORATED", A DELAWARE CORPORATION,
WITH AND INTO "KIND & KNOX GELATINE, INC." UNDER THE NAME OF "GELITA USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 2003, AT 11:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2003, AT 11:58 O'CLOCK P.M.

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

0781357 8100M

030350712



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2441917

DATE: 05-29-03

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KIND & KNOX

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E.7.

**CERTIFICATE OF MERGER
MERGING
DYNAGEL INCORPORATED
WITH AND INTO
KIND & KNOX GELATINE, INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Kind & Knox Gelatine, Inc., a Delaware corporation ("K&K"), does hereby certify the following with respect to the merger (the "Merger") of DynaGel Incorporated, a Delaware corporation ("DynaGel"), with and into K&K:

1. The name and state of incorporation of each of the constituent corporations to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
DynaGel Incorporated	Delaware
Kind & Knox Gelatine, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of May 27, 2003 (the "Merger Agreement"), by and between K&K and DynaGel, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations to the Merger in accordance with the requirements of Section 251 of the DGCL.
3. The Merger and this Certificate of Merger shall be effective at and as of 11:58 p.m., Delaware time, on May 31, 2003 (the "Effective Time").
4. The name of the surviving corporation in the Merger is Kind & Knox Gelatine, Inc., a Delaware corporation, which shall change its name to "GELITA USA Inc." at the Effective Time.
5. The certificate of incorporation of Kind & Knox Gelatine, Inc., a Delaware corporation, which is the surviving corporation in the Merger, shall be the certificate of incorporation of the surviving corporation, except that such certificate of incorporation shall be amended at the Effective Time by deleting paragraph FIRST thereof in its entirety and replacing such paragraph FIRST with the following:

"FIRST: The name of the corporation is GELITA USA Inc."

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6. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is 2445 Port Neal Industrial Road, Sergeant Bluff, Iowa 51054.
7. A copy of the Merger Agreement will be furnished by the surviving corporation in the Merger, on request and without cost, to any stockholder of any constituent corporation to the Merger.

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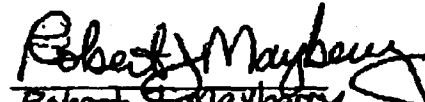
KIND & KNOX

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IN WITNESS WHEREOF, Kind & Knox Gelatine, Inc. has caused this Certificate of Merger to be executed this 27th day of May 2003.

KIND & KNOX GELATINE, INC.

By:
Name:
Title:


Robert S. Mayberry
Vice President

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RECORDED: 10/29/2003

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