

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/19/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pet Pal Corporation		12/19/2005	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	JPIVI ACQUISITION CORP.		
Street Address:	22619 Pacific Coast Highway		
City:	Malibu		
State/Country:	CALIFORNIA		
Postal Code:	90265		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78228360	BARK 'N BAKE OVEN	
CORRESPONDENCE DATA			
Fax Number:	(212)752-4632		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-888-8200		
Email:	lmiller@fkiwsb.com		
Correspondent Name:	Larry B. Miller		
Address Line 1:	750 Lexington Avenue 23rd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	PETPALS2JPIVICORP		
NAME OF SUBMITTER:	Larry Miller		
Signature:	/larry miller/		

CH \$40.00 78228360

Date:

02/09/2006

Total Attachments: 3

source=jpivipetpalmerger#page1.tif

source=jpivipetpalmerger#page2.tif

source=jpivipetpalmerger#page3.tif

Delaware

PAGE 1

The First State

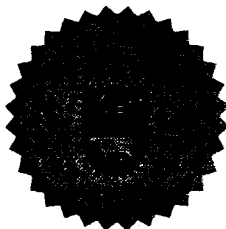
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PET PAL CORPORATION", A MASSACHUSETTS CORPORATION, WITH AND INTO "JPI/VI ACQUISITION CORP." UNDER THE NAME OF "JPI/VI ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2005, AT 12:56 O'CLOCK P.M.

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

3971791 8100M

051035405



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4384486

DATE: 12-19-05

TRADEMARK
REEL: 003243 FRAME: 0846

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**CERTIFICATE OF OWNERSHIP
MERGING**

**PET PAL CORPORATION
INTO
JPI/VI ACQUISITION CORP.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

JPI/VI Acquisition Corp., a corporation incorporated on the 18th day of May, 2005, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of Pet Pal Corporation, a corporation incorporated on the 26th day of January, 2001, pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts, and that this corporation, by a resolution of its Board of Directors duly adopted pursuant to a Unanimous Written Consent dated as of the 19th day of December, 2005, determined to and did merge into itself said Pet Pal Corporation, which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Pet Pal Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts, and

WHEREAS this corporation desires to merge into itself the said Pet Pal Corporation, Inc., and to be possessed of all the estate, property, rights, privileges, obligations and franchises of said corporation,

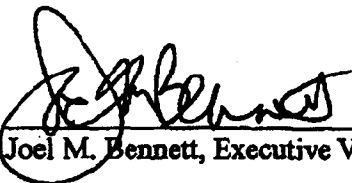
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Pet Pal Corporation and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Pet Pal Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer as of this 19th day of December, 2005.

By:


Joel M. Bennett, Executive VP and CFO