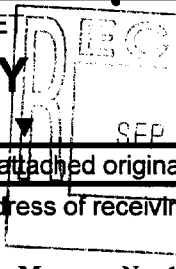


09-09-1999



SHEET
ONLY



Docket No.:

DOA48075-081

Tab settings

To the Honorable Commissioner of

101139465

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Windy Hill Pet Food Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Doane Mergeco No. 1, Inc.

Internal Address: Highwoods Plaza Two

Street Address: 130 Powell Court

City: Brentwood State: TN ZIP: 37027

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 11-12-1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,119,773

Additional numbers Yes No

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

Name: John F. Woodson, II

Internal Address: Vinson & Elkins L.L.P.

2300 First City Tower

Street Address: 1001 Fannin Street

City: Houston State: TX ZIP: 77002

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0365

DO NOT USE THIS SPACE

09/09/1999 MTHAI1 00000106 220365 1119773

01 FC:481 40.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John F. Woodson, II

Name of Person Signing

John F. Woodson II

Signature

9-2-1999

Date

Total number of pages including cover sheet, attachments, and

5

State of Minnesota

SECRETARY OF STATE*Certificate of Merger*

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: WINDY HILL PET FOOD COMPANY, INC.

TX: DOANE MERGECO NO. 1, INC.

State of Formation and Name of Surviving Entity:

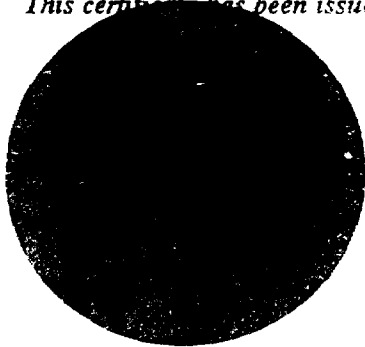
TX: DOANE MERGECO NO. 1, INC.

Effective Date of Merger: 11/12/98--11:05 A.M. EASTERN STANDARD TIME

Name of Surviving Entity After Effective Date of Merger:

DOANE MERGECO NO. 1, INC.

This certificate has been issued on: 11/10/98



Joan Anderson Growe
Secretary of State.

75-AA

**ARTICLES OF MERGER
MERGING
WINDY HILL PET FOOD COMPANY, INC.
(a Minnesota corporation)
INTO
DOANE MERGECO NO. 1, INC.
(a Texas corporation)**

Pursuant to the provisions of Minnesota Statutes, Section 302A.621, the undersigned officer of Doane MergeCo No. 1, Inc., a Texas corporation (the "Surviving Parent Corporation") and parent corporation of Windy Hill Pet Food Company, Inc., a Minnesota corporation (the "Merged Subsidiary Corporation"), hereby certifies that:

(a) attached hereto as Exhibit A is a true and correct copy of the Plan of Merger (the "Plan of Merger") merging the Merged Subsidiary Corporation into the Surviving Parent Corporation;

(b) the Surviving Parent Corporation owns 4,500 shares of common stock, par value \$0.05 per share, of the Merged Subsidiary Corporation, constituting all of the issued and outstanding shares of the Merged Subsidiary Corporation;

(c) there are no shareholders of the Merged Subsidiary Corporation other than the Surviving Parent Corporation, so there is no notice requirement as set forth in Minnesota Statutes, Section 302A.621, Subd. 2;

(d) the Plan of Merger has been approved by the Sole Director of the Surviving Parent Corporation, the parent corporation of the Merged Subsidiary Corporation, pursuant to the provisions of Minnesota Statutes, Section 302A.621;

(e) the merger is permitted by the Minnesota Business Corporation Act and the Texas Business Corporation Act; and

(f) the merger shall be effective as of ^{11:05}~~7:05~~ a.m., Eastern Standard Time, on November 12, 1998.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 10th day of November, 1998.

DOANE MERGECO NO. 1, INC.

By: 

Thomas R. Heidenthal
President

095676

Exhibit A

**PLAN OF MERGER
 MERGING
 WINDY HILL PET FOOD COMPANY, INC.
 (a Minnesota corporation)
 INTO
 DOANE MERGECO NO. 1, INC.
 (a Texas corporation)**

This Plan of Merger, is made and executed as of November 10, 1998, and constitutes the Plan of Merger merging Windy Hill Pet Food Company, Inc., a Minnesota corporation (the "Merged Subsidiary Corporation") with and into Doane MergeCo No. 1, Inc., a Texas corporation (the "Surviving Parent Corporation") and parent corporation of the Merged Subsidiary Corporation, each of which are hereinafter referred to as a "Constituent Corporation".

WITNESSETH:

WHEREAS, the Sole Director of the Surviving Parent Corporation and parent corporation of the Merged Subsidiary Corporation deems it advisable for the Constituent Corporations to merge pursuant to this Plan of Merger;

NOW, THEREFORE, it is hereby determined that effective as of ^{11:05}~~2:05~~ a.m. Eastern Standard Time on November 12, 1998 (the "Effective Time") the Merged Subsidiary Corporation shall be merged into the Surviving Parent Corporation according to the following terms and conditions:

1. Effective as of the Effective Time, the Merged Subsidiary Corporation is hereby merged into the Surviving Parent Corporation, and the name of the Surviving Parent Corporation shall remain Doane MergeCo No. 1, Inc..
2. Upon the Effective Time, each share of the issued and outstanding stock of the Merged Subsidiary Corporation shall be canceled.
3. Upon the Effective Time, the separate existence of the Merged Subsidiary Corporation shall cease and the Surviving Parent Corporation shall thereupon continue its corporate existence and possess all the rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities and duties of the Merged Subsidiary Corporation, and all the property, real, personal and mixed, all debts due to the Merged Subsidiary Corporation in whatever account, all choses in action, and all other property and interest belonging to the Merged Subsidiary Corporation shall be and become the property of the Surviving Parent Corporation; all rights of creditors and all liens upon the property of the Merged Subsidiary Corporation shall be preserved and unimpaired, and all debts, liabilities and duties of the Merged Subsidiary

Corporation shall thereafter attach to the Surviving Parent Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. The Articles of Incorporation and Bylaws of the Surviving Parent Corporation, as in effect immediately prior to the Effective Time, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Parent Corporation immediately after the merger.

5. The officers and Sole Director of the Surviving Parent Corporation immediately prior to the Effective Time shall be the officers and Sole Director of the Surviving Parent Corporation immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Parent Corporation, as required by the Surviving Parent Corporation's Articles of Incorporation and Bylaws.

6. The Surviving Parent Corporation agrees that it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of a Constituent Corporation, as well as for enforcement of the rights of a dissenting shareholder of a Constituent Corporation against the Surviving Parent Corporation. The Surviving Parent Corporation hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any such suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Minnesota is:

P.O. Box 2487
Brentwood, Tennessee 37024-2487

The Surviving Parent Corporation agrees that it will promptly pay to the dissenting shareholders of the Merged Subsidiary Corporation, the Minnesota domiciled Constituent Corporation, the amount, if any, to which they are entitled under Minnesota Statutes, Section 302A.473.

7. Anything herein contained to the contrary notwithstanding, this Plan of Merger may be terminated or abandoned, before the Effective Time, by the Board of Directors of the Surviving Parent Corporation, the parent corporation of the Merged Subsidiary Corporation.

IN WITNESS WHEREOF, the undersigned director has executed the foregoing instrument as of the date first written above.

DOANE MERGECO NO.1, INC.

By: George B. Kelly
George B. Kelly

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 10 1998

Jan Anderson Howe

Secretary of State

C:\MERGERS\ART\MERGIL.WPD