



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

DOANE MERGECO NO. 1, INC
a Texas corporation
with
DOANE TRANSITION, L.L.C.
and
DOANE/WINDY HILL JOINT VENTURE L.L.C.
both Texas limited liability companies

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger

Filed NOVEMBER 12, 1998

Effective NOVEMBER 12, 1998 11:06 A.M.



Alberto R. Gonzales
Secretary of State

ARTICLES OF MERGER
MERGING
DOANE MERGECO NO. 1, INC.
INTO
DOANE TRANSITION, L.L.C.
AND
DOANE/WINDY HILL JOINT VENTURE L.L.C.

FILED
In the Office of the
Secretary of State of Texas

NOV 12 1998

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA") and Article 10.03 of the Texas Limited Liability Company Act ("TLLCA"), the undersigned corporation and limited liability companies adopt the following Articles of Merger for the purpose of effecting a merger.

1. The names of the parties to the merger are Doane MergeCo No. 1, Inc., a Texas corporation ("DMN1"), Doane Transition, L.L.C., a Texas limited liability company ("DT"), and Doane/Windy Hill Joint Venture L.L.C., a Texas limited liability company ("DWHJV").
2. The Plan of Merger attached hereto as Exhibit A was adopted in accordance with the TBCA and the TLLCA and provides for the merger (the "Merger") of DMN1, into DT and DWHJV, with DT and DWHJV remaining as the surviving entities. The articles of organization of DT in effect before the Merger will remain the articles of organization of DT after the Merger without any changes thereto. The articles of organization of DWHJV in effect before the Merger will remain the articles of organization of DWHJV after the Merger without any changes thereto. A copy of the original, executed Plan is maintained at the offices of DMN1, DT and DWHJV, all of which are located at 103 Powell Court, Suite 200, Brentwood, Tennessee 37027 and will be furnished without cost to the shareholder of DMN1, the members of DT and DWHJV and any creditor or obligee of DMN1, DT or DWHJV at the time of the Merger if such obligation is then outstanding.
3. Attached hereto as Exhibit B is a copy of the resolutions of merger adopted by DMN1, which resolutions were adopted on November 10, 1998. The Board of Directors of DMN1 recommended the Plan of Merger to its sole shareholder by resolution adopted by it on November 10, 1998. Attached hereto as Exhibit C is a copy of the resolutions of merger adopted by Doane Pet Care Company ("DPC") in its capacity as the sole shareholder of DMN1. The resolutions were adopted by the sole shareholder on November 12, 1998. All action required by the TBCA and the articles and bylaws of DMN1 to authorize the Merger has been taken.
4. Attached hereto as Exhibit D is a copy of the resolutions of merger adopted by DPC in its capacity as the sole member of DT. The resolution was adopted by the sole

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member on November 10, 1998. All action required by the TLLCA and the articles of organization and regulations of DT to authorize the Merger has been taken.

5. Attached hereto as Exhibit E is a copy of the resolutions of merger adopted by DT in its capacity as the sole member of DWHJV. The resolution was adopted by the sole member on November 10, 1998. All action required by the TLLCA and the articles of organization and regulations of DWHJV to authorize the Merger has been taken.
6. The issued and outstanding shares of capital stock of DMN1 consists solely of 1,000 shares of Common Stock, \$.01 par value, all of which shares are owned by DPC. DPC, as the sole shareholder of DMN1, has voted all of its 1,000 shares of Common Stock in favor of the Merger. No shares of Common Stock voted against the Merger.
7. All of the issued and outstanding membership interests of DT are owned by DPC.
8. All of the issued and outstanding membership interests of DWHJV are owned by DT.
9. None of DMN1, DT or DWHJV has any class or series of capital stock other than the Common Stock and membership interests referred to above in these Articles.
10. The surviving entities agree to be responsible for the payment of all such fees and franchise taxes as may be due or required of the merging entities.


11. The Merger shall be effective at 11:06 a.m., Eastern Standard Time, on November 12, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this 10th day of November, 1998.

DOANE MERGECO NO. 1, INC.

By: 
Thomas R. Heidenthal
President

DOANE TRANSITION, L.L.C.

By: 
Thomas R. Heidenthal
Authorized Person

DOANE/WINDY HILL JOINT VENTURE,
L.L.C.

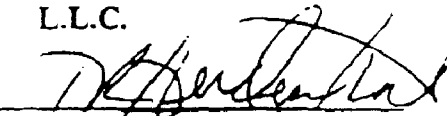
By: 
Thomas R. Heidenthal
Authorized Person

EXHIBIT A

PLAN OF MERGER
ADOPTED NOVEMBER 10, 1998

The undersigned, Doane MergeCo No. 1, Inc., a Texas corporation ("DMN1"), Doane Transition, L.L.C., a Texas limited liability company ("DT"), and Doane/Windy Hill Joint Venture, a Texas limited liability company ("DWHJV"), hereby adopt on this 10th day of November, 1998 this Plan of Merger (this "Plan") pursuant to Article 5.03 of the Texas Business Corporation Act (the "TBCA") and Article 10.02 of the Texas Limited Liability Company Act (the "TLLCA"). The Plan has been adopted and approved on November 10, 1998 by Doane Pet Care Company, the sole shareholder of DMN1 and sole member of DT ("DPC"), and DT, the sole member of DWHJV.

1. Names of Entities. DMN1 is a party to and shall not be a surviving corporation in the merger contemplated hereunder. DT and DWHJV are Texas limited liability companies. Both DT and DWHJV shall be surviving entities in the merger contemplated hereunder.
2. Terms and Conditions of Merger. The terms and conditions of the merger (the "Merger") are provided for hereunder (in addition to those set forth elsewhere in this Plan) and the mode of carrying same into effect are as follows:

(A) The manner and basis of allocating and vesting the real estate and other property of DMN1, and any related rights, liabilities or obligations, among DT and DWHJV shall be as follows:

(i) All of the assets described in paragraph 7 of this Plan (the "DWHJV Assets") shall be allocated to and vested in DWHJV without further act or deed; DWHJV shall thenceforth be responsible and liable for all liabilities and obligations attributable to the ownership, operation or use of the DWHJV Assets at any time before, at or after the Effective Time (as defined below); and any claim existing or action or proceeding pending by or against DMN1 in connection with the DWHJV Assets may be prosecuted against DWHJV.

(ii) All of the assets (real, personal or mixed) of DMN1 (other than the DWHJV Assets) (the "DT Assets") shall be allocated to and vested in DT without further act or deed; DT shall thenceforth be responsible and liable for all liabilities and obligations attributable to the ownership, operation or use of the DT Assets at any time before, at or after the Effective Time; any claim existing or action or proceeding pending by or against DMN1 in connection with the DT Assets may be prosecuted against DT.

(B) The manner and basis of allocating all other assets, liabilities and obligations of DMN1 shall be as follows: to the extent any asset or liability of DMN1 shall not have been allocated pursuant to paragraph (A) above to DT or DWHJV, and to the extent there

exist any contingent assets or liabilities of DMN1, such assets and liabilities shall be allocated to and vested in DT.

3. Manner and Basis of Converting Shares. The manner and basis of converting shares of DMN1 and membership interests of DT and DWHJV shall be as follows:

(A) at the Effective Time, all of the shares of Common Stock of DMN1 held by DPC, DMN1's sole shareholder, shall be cancelled; and

(B) the membership interests of DT and DWHJV existing immediately prior to the Effective Time shall continue to be outstanding and shall not be affected by the Merger.

4. Articles of Organization of DT and DWHJV. DT and DWHJV shall be surviving entities of the Merger and shall continue to be governed by the laws of the State of Texas and shall continue their existence with the same Articles of Organization s before the Effective Time; DT and DWHJV shall continue to have all the rights, privileges, immunities and powers and shall continue to be subject to all the duties and liabilities of limited liability companies formed under the TLLCA.

5. Effective Time of the Merger. The Merger shall become effective at 11:06 a.m., Eastern Standard Time, on November 12, 1998 (the "Effective Time").

6. Miscellaneous.

(A) For the convenience of the parties and to facilitate the filing of this Plan, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

(B) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Texas.

(C) This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

(D) DMN1, DT and DWHJV shall execute and file such documents and take such other actions as may be necessary or appropriate to effect the transactions contemplated by this Plan.

(E) All corporate acts, plans, policies, contracts, approvals and authorizations of DMN1 and its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, in connection with the DT Assets, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of DT and shall be as effective and binding thereon as the same were with respect to DMN1 provided, however, that

notwithstanding the foregoing, no member of DT will, as a result of the Merger, become personally liable for the liabilities or obligations of any other person or entity.

(F) All corporate acts, plans, policies, contracts, approvals and authorizations of DMNI and its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, in connection with the DWHJV Assets, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of DWHJV and shall be as effective and binding thereon as the same were with respect to DMNI provided, however, that notwithstanding the foregoing, no member of DWHJV will, as a result of the Merger, become personally liable for the liabilities or obligations of any other person or entity.


7. DWHJV Assets. As used herein, the "DWHJV Assets" refers to all of DMNI's right, title and interest in and to the following:

- a. The Statement of Understanding Regarding Pet Food Joint Venture between The Andersons, a limited partnership organized under the laws of the state of Ohio ("The Andersons"), and Hubbard Milling Company, a Minnesota corporation and the predecessor-in-interest to Doane Products Company ("Hubbard") executed as of June 1, 1984.
- b. Supplement No. 1 to the Statement of Understanding Regarding the Pet Food Joint Venture between The Andersons and Hubbard executed as of May 31, 1989.
- c. Supplement No. 2 to the State of Understanding Regarding the Pet Food Joint Venture between The Andersons and Hubbard executed as of November 27, 1990.
- d. Supplement No. 3 to the State of Understanding Regarding the Pet Food Joint Venture between The Andersons and Hubbard executed as of November 18, 1992.
- e. Supplement No. 4 to the State of Understanding Regarding the Pet Food Joint Venture between The Andersons and Hubbard executed as of November 9, 1994.
- f. Joint Venture Agreement between MFA, Inc., a Missouri corporation ("MFA"), and Hubbard executed as of January 9, 1992.
- g. Joint Venture Agreement between J.R. Simplot Company, Diversified Products Group, a Nevada corporation ("Simplot"), and Hubbard executed as of July 28, 1993.

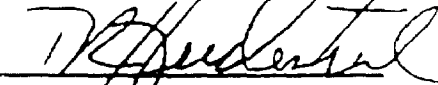
- h. Statement of Understanding Regarding Pet Food Venture between Phelps Industries, Inc., a Massachusetts corporation ("Phelps"), and Hubbard executed as of August 10, 1993
- i. Joint Venture Agreement between Flint River Mills, Inc., a Georgia corporation ("FRM"), and Hubbard executed as of April 7, 1995.
- j. Statement of Understanding Regarding Pet Food Joint Venture between Merrick Pet Foods, a division of Hereford Bi-Products, Inc. which is a Texas corporation ("Merrick"), and Hubbard executed January 28, 1998 and effective as of February 1, 1998.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of November 10, 1998.

DOANE MERGECO NO.1, INC.

By: 
Thomas R. Heidenthal
President

DOANE TRANSITION, L.L.C.

By: 
Thomas R. Heidenthal
Authorized Person

**DOANE/WINDY HILL JOINT VENTURE,
L.L.C.**


By: 
Thomas R. Heidenthal
Authorized Person

EXHIBIT B

DOANE MEGERCO NO. 1, INC..
RESOLUTIONS OF MERGER

NOVEMBER 10, 1998

The undersigned, being the duly elected President of Doane MergeCo No.1, Inc. a Texas corporation (the "Company"), hereby certifies that the following resolutions of merger were approved by Company on November 10, 1998:

Merger Relating to Doane MergeCo No. 1, Inc.

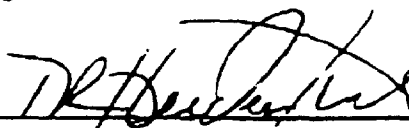
RESOLVED, the Plan of Merger attached as Exhibit A to these resolutions providing for the merger (the "Merger") of the Company into Doane Transition, L.L.C. and Doane/Windy Hill Joint Venture, L.L.C. is hereby adopted and approved;

RESOLVED, that the Merger be effective at 11:06 a.m. Eastern Standard Time on November 12, 1998;

RESOLVED, that the officers of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with applicable law; and

RESOLVED, that any and all action taken by any proper officer of the Company prior to the date of this meeting is hereby ratified, approved, confirmed, and adopted in all respects.

Respectfully submitted by the undersigned as of the date first set forth above.



Thomas R. Heidental

President

EXHIBIT C

DOANE PET CARE COMPANY
RESOLUTIONS OF MERGER

NOVEMBER 10, 1998

The undersigned, being the duly elected Senior Vice President of Doane Pet Care Company, a Delaware corporation (the "Company") and the sole shareholder of Doane MergeCo No.1, Inc., a Texas corporation ("DMN1"), hereby certifies that the following resolutions of merger were approved by Company on November 10, 1998:

Merger Relating to Doane MergeCo No. 1, Inc.

RESOLVED, the Plan of Merger attached as Exhibit A to these resolutions providing for the merger (the "Merger") of DMN1 into Doane Transition L.L.C., a Texas limited liability company, and Doane/Windy Hill Joint Venture, L.L.C., a Texas limited liability company, is hereby adopted and approved;

RESOLVED, that the Merger be effective at 11:06 a.m. Eastern Standard Time on November 12, 1998;

RESOLVED, that the officers of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with applicable law; and

RESOLVED, that any and all action taken by any proper officer of the Company prior to the date of this meeting is hereby ratified, approved, confirmed, and adopted in all respects.

Respectfully submitted by the undersigned as of the date first set forth above.

DOANE PET CARE COMPANY

By 

Thomas R. Heidenthal
Senior Vice President

EXHIBIT D

DOANE TRANSITION, L.L.C.
RESOLUTIONS OF MERGER

NOVEMBER 10, 1998

The undersigned, being the sole member of Doane Transition, L.L.C., a Texas limited liability company (the "Company"), hereby certifies that the following resolutions of merger were approved by Company on November 1, 1998:

Merger Relating to Doane MergeCo No. 1, Inc.


RESOLVED, the Plan of Merger attached as Exhibit A to these resolutions providing for the merger (the "Merger") of Doane MergeCo No. 1, Inc. into the Company and Doane/Windy Hill Joint Venture, L.L.C., a Texas limited liability company, is hereby adopted and approved;

RESOLVED, that the Merger be effective at 11:06 a.m. Eastern Standard Time on November 12, 1998;

RESOLVED, that the authorized persons of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with applicable law; and

RESOLVED, that any and all action taken by any proper authorized person of the Company prior to the date of this meeting is hereby ratified, approved, confirmed, and adopted in all respects.

Respectfully submitted by the undersigned as of the date first set forth above.



Thomas R. Heidenthal
Senior Vice President

EXHIBIT E

DOANE TRANSITION, L.L.C.
RESOLUTIONS OF MERGER

NOVEMBER 10, 1998

The undersigned, Doane Transition, L.L.C., a Texas limited liability company ("DT"), being the sole member of Doane/Windy Hill Joint Venture, L.L.C., a Texas limited liability company (the "Company"), hereby certifies that the following resolutions of merger were approved by Company on November 10, 1998:

Merger Relating to Doane MergeCo No. 1, Inc.

RESOLVED, the Plan of Merger attached as Exhibit A to these resolutions providing for the merger (the "Merger") of Doane MergeCo No. 1, Inc. into DT and the Company is hereby adopted and approved;

RESOLVED, that the Merger be effective at 11:06 a.m. Eastern Standard Time on November 12, 1998;

RESOLVED, that the authorized persons of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with applicable law; and

RESOLVED, that any and all action taken by any proper authorized person of the Company prior to the date of this meeting is hereby ratified, approved, confirmed, and adopted in all respects.

Respectfully submitted by the undersigned as of the date first set forth above.

DOANE TRANSITION, L.L.C.

By: _____


Thomas R. Heidenthal
Authorized Person

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RECORDED: 05/03/2002

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