

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tap LLC		02/01/2005	Limited Liability Company:

RECEIVING PARTY DATA

Name:	United Pet Group, Inc.
Street Address:	463 Ohio Pike, Suite 303
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45255
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2835102	PORT-A-CRATE
Registration Number:	2772431	SOF-KRATE
Registration Number:	2664472	NOZ TO NOZ
Registration Number:	2707794	NOZ TO NOZ
Registration Number:	2703076	NOZ TO NOZ
Registration Number:	2650462	PETNATION
Registration Number:	2863127	PET NATION
Serial Number:	78506399	FIRSTRAX
Serial Number:	78506781	SOF-PEN
Serial Number:	78506778	PORT-A-PEN
Serial Number:	78506761	BACKYARD PET
Serial Number:	78506747	BACKYARD PET
Serial Number:	78506406	NO TRACE

CH \$440.00 2835102

Serial Number:	78506373	BOTTOMS UP
Serial Number:	78499422	YUKON
Serial Number:	78499416	KODIAK
Serial Number:	76516859	MASTER'S MINTS

CORRESPONDENCE DATA

Fax Number: (212)310-8007

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: fiona.o'donnell@weil.com

Correspondent Name: Weil, Gotshal & Manges c/o Fiona O'Donnell

Address Line 1: 767 5th Avenue

Address Line 4: New York, NEW YORK 10153

NAME OF SUBMITTER:	Fiona O'Donnell
Signature:	/Fiona O'Donnell/
Date:	03/01/2005

Total Attachments: 11

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Delaware

PAGE 1

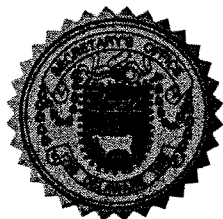
The First State

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:

"TAP, LLC", A NEVADA LIMITED LIABILITY COMPANY,
WITH AND INTO "UNITED PET GROUP, INC." UNDER THE NAME OF "UNITED PET GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 2005, AT 5:51 O'CLOCK P.M.

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

3066897 8100M
050082317



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3657496

DATE: 02-02-05

TRADEMARK
REEL: 003036 FRAME: 0852

**CERTIFICATE OF MERGER
OF
UNITED PET GROUP, INC.,
AND
TAP, LLC**

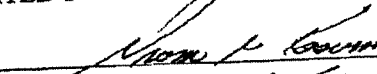
Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is UNITED PET GROUP, INC., a Delaware Corporation (the "Corporation"), and the name of the limited liability company being merged into this surviving corporation is TAP, LLC, a Nevada limited liability company.
- SECOND:** The Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
- THIRD:** The name of the surviving corporation is UNITED PET GROUP, INC., a Delaware corporation.
- FOURTH:** The merger is to become effective upon the filing of this Certificate of Merger.
- FIFTH:** The Merger Agreement is on file at 463 Ohio Pike, Suite 303, Cincinnati, Ohio 45255, the place of business of the Corporation.
- SIXTH:** A copy of the Merger Agreement will be furnished by the Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.
- SEVENTH:** The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

[signatures on following page]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 31st day of January, 2005.

UNITED PET GROUP, INC.

By: 
Name: THOMAS G. KASVIN
Title: VP



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Entity #
C6089-2001
 Document Number:
20050006158-37

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 1

Date Filed:
 2/1/2005 4:38:13 PM
 In the office of

Dean Heller

Dean Heller
 Secretary of State

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)
 (excluding 92A.200(4b))
 SUBMIT IN DUPLICATE**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Firstrax Pet Products, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

TAP, LLC

Name of merging entity

Nevada

Jurisdiction

Limited Liability Company

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

United Pet Group, Inc.

Name of surviving entity

Delaware

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03

TRADEMARK
REEL: 003036 FRAME: 0855



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (If a foreign entity is the survivor in the merger – NRS 92A.190):

Attn: General Counsel
 c/o: United Pet Group, Inc.
463 Ohio Pike, Suite 303
Cincinnati, Ohio 45255

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from :

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or;

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

TAP, LLC

 Name of *merging* entity, if applicable

Firststrax Pet Products, Inc.

 Name of *merging* entity, if applicable

 Name of *merging* entity, if applicable

 Name of *merging* entity, if applicable

and, or,

United Pet Group, Inc.

 Name of *surviving* entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

 Name of *merging* entity, if applicable

 Name of *merging* entity, if applicable

 Name of *merging* entity, if applicable

 Name of *merging* entity, if applicable

and, or;

 Name of *surviving* entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03



DEAN HELLER
 Secretary of State
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

N/A

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional): _____**

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent – Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

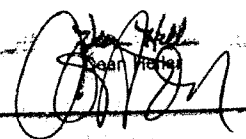
This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03

STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and
complete copy of the document as filed
in this office

FEB 02 2005

By  _____
Dean Heller

TRADEMARK
REEL: 003036 FRAME: 0861

REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS

A. REGISTERED TRADEMARKS

Serial No.	Reg. No.	Trademark	Class/Goods	Reg. Date
76378868	2835102	PORT-A-CRATE	20, portable kennels	20-Apr-04
76378815	2772431	SOF-KRATE	20, portable kennels	7-Oct-03
76285615	2664472	NOZ TO NOZ	18, pet cushions leashes etc.	17-Dec-02
76285561	2707794	NOZ TO NOZ	19, prefab dog houses, etc.	15-Apr-03
76226453	2703076	NOZ TO NOZ	20, portable kennels	1-Apr-03
76226452	2650462	PETNATION	19, prefab dog houses	12-Nov-02
76226174	2863127	PET NATION	18, pet cushions leashes etc.	13-Jul-04

B. TRADEMARK APPLICATIONS

Serial No.	Reg. No.	Trademark	Class/Goods	Reg. Date
78506399		FIRSTRAX	40, custom pet products	
78506781		SOF—PEN	21, pet shelters & cages	
78506778		PORT-A-PEN	21, pet shelters & cages	
78506761		BACKYARD PET	19, prefab dog houses	
78506747		BACKYARD PET	18, pet cushions leashes etc.	
78506406		NO TRACE	16, waste bags & dispenser	
78506373		BOTTOMS UP	16, waste bags & dispenser	
78499422		YUKON	19, prefab dog houses	
78499416		KODIAK	19, prefab dog houses	
76516859		MASTER'S MINTS	30, candy	