

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/08/1999

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Eight In One Pet Products, Inc.		07/08/1999	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	United Pet Group, Inc.
Street Address:	7794 Five Mile Rd., Suite 190
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45230
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2592658	RUFF ROPE
Registration Number:	2700935	TOOB SNAX

**CORRESPONDENCE DATA**

Fax Number: (404)815-6555  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4048156500  
 Email: nedwards@kilpatrickstockton.com  
 Correspondent Name: Michael W. Rafter  
 Address Line 1: 1100 Peachtree Street, Suite 2800  
 Address Line 2: Kilpatrick Stockton LLP  
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	56476 - 347793
NAME OF SUBMITTER:	Michael W. Rafter

OP \$65.00 2592658

Signature:	/mwr/
Date:	11/13/2007
<b>Total Attachments: 4</b> source=Merger Eight in One to UPG#page1.tif source=Merger Eight in One to UPG#page2.tif source=Merger Eight in One to UPG#page3.tif source=Merger Eight in One to UPG#page4.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 MERGER, WHICH MERGES:

"EIGHT IN ONE PET PRODUCTS, INC.", A NEW YORK CORPORATION, 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 EIGHTH DAY OF JULY, A.D. 1999, AT 12:02 O'CLOCK P.M.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6083938

DATE: 10-18-07

TRADEMARK  
REEL: 003659 FRAME: 0730

CERTIFICATE OF MERGER  
OF EIGHT IN ONE PET PRODUCTS, INC. (a New York corporation)  
WITH AND INTO  
UNITED PET GROUP, INC. (a Delaware corporation)

\*\*\*\*\*

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
United Pet Group, Inc. (hereinafter referred to as "UPG")	Delaware
Eight in One Pet Products, Inc. (hereinafter referred to as "Eight in One")	New York

SECOND: That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware by UPG and in accordance with the laws of the State of its incorporation by Eight in One.

THIRD: That, upon the effectiveness of the merger herein certified, the surviving corporation shall be UPG, which will continue its existence as said surviving corporation under the name "United Pet Group, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: That the Certificate of Incorporation [REDACTED] of UPG shall be the Certificate of Incorporation of the surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 2100 Pacific Street, Hauppauge, New York, 11788-4737.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Eight in One is as follows:

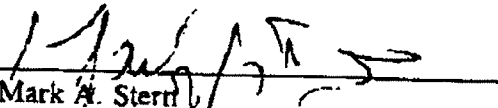
<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Eight in One Pet Products, Inc., a New York corporation	Common	199,999,999	\$0.001
	Class A Common	2,000,000	\$0.001
	Class B Common	2,855,799	\$0.001
	Convertible Participating Preferred	694,950	\$0.001
	Redeemable Preferred	660,203	\$0.001
	Class A Redeemable Preferred	697,000	\$0.001

EIGHTH: That this Certificate of Merger shall be effective upon filing this Certificate of Merger with the Secretary of State of the State of Delaware.

*(Signature page to follow)*

Dated: July 8, 1999

UNITED PET GROUP, INC.,  
a Delaware corporation

By:   
Mark A. Stern  
President

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JUL-08-99 11:45am From-GODWIN, PROCTER & HOAR

RECORDED: 11/13/2007

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