

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jungle Laboratories Corporation		02/26/2007	CORPORATION: TEXAS

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	2395967	ACE
Registration Number:	2127280	ACTION CLEANING PACK
Registration Number:	1567739	AMMONIA CHLORAMINE ELIMINATOR
Registration Number:	2203660	AMMONIA CLEAR
Registration Number:	1188263	AMMONIA SORB
Registration Number:	1171824	AMMONIA SORBER
Registration Number:	1676470	ANCHORS AWAY
Registration Number:	1749186	AQUARI CLEAN
Registration Number:	2299785	AQUARIUM SUCCESS MADE SIMPLE
Registration Number:	2058355	BAG BUDDIES
Registration Number:	1154341	BINOX
Registration Number:	2505406	BOWL BUDDIES

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Registration Number:	1246116	CLEAR WATER
Registration Number:	2143455	CLEAR-ZYME
Registration Number:	2850407	CLUB JUNGLE
Registration Number:	2850421	CLUB JUNGLE RETAILER
Registration Number:	2601019	CO2 FIZZ FACTORY
Registration Number:	2290729	CORRECT PH
Registration Number:	2839716	EZ TANKCARE
Registration Number:	2113192	FISH CARE MADE EASY
Registration Number:	2934341	FISH CARE MADE EASY
Registration Number:	2303043	FIZZ TAB SYSTEM
Registration Number:	2770880	FIZZ TAB SYSTEM
Registration Number:	2244040	FOUNTAIN BLOCK
Registration Number:	2695497	FOUNTAIN KEEPER
Registration Number:	2180301	FUNGUS CLEAR
Registration Number:	2381023	FUNGUS ELIMINATOR
Registration Number:	2180090	FUNGUS GUARD
Registration Number:	1136570	GOLD FIX
Registration Number:	1295578	GOLDFISH LIFE
Registration Number:	1518551	GRAVEL WASH
Registration Number:	1192376	HOLDEX
Registration Number:	1600301	HOLE-N-HEAD GUARD
Registration Number:	1148175	HYPNO
Registration Number:	1740459	ICK CARE
Registration Number:	2169434	ICK CLEAR
Registration Number:	1830965	ICK GUARD
Registration Number:	1140144	INSTO CHLOR
Registration Number:	1600302	INTERNAL PARASITE GUARD
Registration Number:	2410384	JUNGLE
Registration Number:	2582147	JUNGLE
Registration Number:	2764096	JUNGLE
Registration Number:	2741330	JUNGLE
Registration Number:	1963484	JUNGLE
Registration Number:	1011986	JUNGLE
Registration Number:	1746253	JUNGLE POND
Serial Number:	78771544	LIFEGUARD

Registration Number:	2948142	LIFEGUARD
Registration Number:	1310685	LIME OFF
Registration Number:	1652830	MAGI CLEAR
Registration Number:	1149527	MOLLY BRIGHT
Registration Number:	1739319	NET SOAK
Registration Number:	2252095	NO MORE ALGAE
Registration Number:	2873894	NO MORE ALGAE
Registration Number:	2620915	NO MORE FOAM
Registration Number:	2604527	NO MORE WHITE SCALE
Registration Number:	2286062	PARASITE CLEAR
Registration Number:	1345547	PARASITE GUARD
Registration Number:	3025898	PEPSO FOOD
Registration Number:	2029501	PH DECREASER
Registration Number:	2031428	PH INCREASER
Registration Number:	2183140	PLANT CARE
Registration Number:	2927374	PLANT CARE
Registration Number:	2890818	PLANT CARE SOLUTIONS
Registration Number:	3009931	PLANT CARE SOLUTIONS
Registration Number:	1207689	PLANT SAVER
Registration Number:	1229056	POND BLOCK
Registration Number:	1923188	POND GUARD
Registration Number:	3211878	POND OXY CLEAR
Registration Number:	1742044	POND START
Registration Number:	1781989	POND WATER CLEAR
Registration Number:	2228365	POND WATER SHADE
Registration Number:	2478933	QUICK DIP
Registration Number:	1188307	SERI CLEAN
Registration Number:	1840178	SHIMMY BLOCK
Registration Number:	1607897	SHIP RIGHT
Registration Number:	1036495	START RIGHT
Registration Number:	2225963	START ZYME
Registration Number:	2136278	TANK BUDDIES
Registration Number:	1607898	VELVET GUARD
Registration Number:	2200748	WATER CLEAR
Registration Number:	2167465	WATER SAFE PLUS

TRADEMARK

REEL: 003668 FRAME: 0313

CORRESPONDENCE DATA

Fax Number: (212)336-8001

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

Phone: (212) 336-8000

Email: ptodocket@arelaw.com

Correspondent Name: Max Vern

Address Line 1: 90 Park Avenue

Address Line 2: Amster, Rothstein & Ebenstein LLP

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	38572/148
NAME OF SUBMITTER:	Max Vern
Signature:	/Max Vern/
Date:	11/28/2007

Total Attachments: 4

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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:

"JUNGLE LABORATORIES CORPORATION", A TEXAS 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 TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2007, AT 4
O'CLOCK P.M.

3066897 8100M

071174427



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6120371

DATE: 10-31-07

TRADEMARK
REEL: 003668 FRAME: 0315

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:00 PM 02/26/2007
FILED 04:00 PM 02/26/2007
SRV 070233485 - 3066897 FILE

CERTIFICATE OF MERGER
OF
JUNGLE LABORATORIES CORPORATION
INTO
UNITED PET GROUP, INC.

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

United Pet Group, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to
this merger are as follows:

United Pet Group, Inc. - Delaware
Jungle Laboratories Corporation - Texas

SECOND: An Agreement and Plan of Merger has been approved,
adopted, certified, executed and acknowledged by each of the constituent
corporations in accordance with Section 252(c) of the General Corporation Law
of the State of Delaware.

THIRD: The name of the corporation surviving the merger is
United Pet Group, Inc.

FOURTH: The Amended and Restated Certificate of
Incorporation of United Pet Group, Inc., shall be the Amended and Restated
Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at
an office of the Surviving Corporation, Six Concourse Parkway, Suite 3300,
Atlanta, Georgia. A copy will be provided, upon request and without cost, to any
stockholder of any constituent corporation.

SIXTH: The authorized capital stock of Jungle Laboratories Corporation consists of 1,000,000 shares of voting common stock having a par value of \$.01.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, United Pet Group, Inc. has caused this
Certificate of Merger to be executed in its corporate name this 26th day of
February, 2007

UNITED PET GROUP, INC.

By: /s/ John T. Wilson
Name: John T. Wilson
Title: Assistant Secretary