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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Derma Pet, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan G. Byrne, Paralegal

(Name of person)

Stein, Sperling, et al.

(Name of firm/company)

25 West Middle Lane

(Address)

Rockville, Maryland 20850

(City/state and zip code)

For further information concerning this matter, please call:

Susan Byrne

(Name of person)

at (301) 838-3296

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**ARTICLES OF MERGER
OF
DERMA PET, INC.**

Articles of Merger effective the 2nd day of MAY, 2005, or at such later date as required by law, by and between DERMA PET, INC., a Maryland corporation (hereinafter referred to as the "Acquired Corporation"), and DERMA PET, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

THIS IS TO CERTIFY:

FIRST: The name, post office address and principal place of business of Surviving Corporation are:

DERMA PET, INC.
3740 South Ocean Boulevard, #810
Highland Beach, Florida 33487

SECOND: The name and state of incorporation of each corporation party to these Articles of Merger are as follows:

Acquired Corporation is DERMA PET, INC., a corporation organized under the laws of the State of Maryland.

Surviving Corporation is DERMA PET, INC., a corporation organized under the general laws of the State of Florida.

THIRD: The Plan and Agreement of Merger and Reorganization, attached hereto as Exhibit A and made a part hereof, was unanimously approved and adopted by all of the Directors and Shareholders of the Acquired Corporation and the Surviving Corporation on MAY 2, 2005.

FOURTH: The location of the principal office of the Acquired Corporation is 8909 Iverleigh Court, Potomac, Maryland 20854.

FIFTH: The location of the principal office of the Surviving Corporation is 3740 South Ocean Boulevard, #810, Highland Beach, Florida 33487.

SIXTH: Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of the Acquired Corporation will be acquired by the Surviving Corporation, by means of a merger of the Acquired Corporation and the Surviving Corporation.

SEVENTH: Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 3-113 of the Corporations and Associations Article of the Annotated Code of Maryland, the merger shall be effective as of the date of filing the Articles of Merger with the Florida Department of State.

EIGHTH: The Surviving Corporation may be served with process in this state in any proceeding for the enforcement of any obligation of Acquired Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Acquired Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints Steven A. Melman, VMD as its agent to accept service of process in any such proceeding. Such service of process shall be mailed to 37409 South Ocean Boulevard, #810, Highland Beach, Florida 33487. The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Acquired Corporation the amount, if any, to which they are entitled under the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, DERMA PET, INC., a Maryland corporation, and DERMA PET, INC., a Florida corporation, parties to these Articles of Merger, have caused these Articles of Merger to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Merger by its president and attested by the secretary or an assistant secretary, effective the 2 day of May, 2005.

ATTEST:

DERMA PET, INC.,
a Maryland corporation

x Gloria Melman
Gloria Melman, Secretary

By

Steven A. Melman
Steven A. Melman, VMD, President

DERMA PET, INC.,
a Florida corporation

x Gloria Melman
Gloria Melman, Secretary

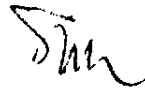
By

Steven A. Melman
Steven A. Melman, VMD, President

THE UNDERSIGNED, President of Derma Pet, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

DERMA PET, INC.,
a Maryland corporation

By

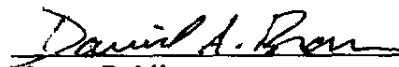


Steven A. Melman, VMD, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on May 2, 2005, before me, a Notary Public of the State of Maryland, personally appeared Steven A. Melman, VMD, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged himself to be the President of Derma Pet, Inc., a Maryland corporation (the "Corporation") and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as such officer.

WITNESS my hand and Notarial Seal.


Notary Public

My Commission Expires:

9/1/2007

THE UNDERSIGNED, President of Derma Pet, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

DERMA PET, INC.,
a Florida corporation

By



Steven A. Melman, VMD, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on MAY 2, 2005, before me, a Notary Public of the State of Maryland, personally appeared Steven A. Melman, VMD known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged himself to be the President of Derma Pet, Inc., a Florida corporation (the "Corporation") and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by herself as such officer.

WITNESS my hand and Notarial Seal.



Notary Public

My Commission Expires:

**PLAN AND AGREEMENT OF MERGER
AND REORGANIZATION**

Plan and Agreement of Merger and Reorganization made as of this 2nd day of MAY, 2005, between Derma Pet, Inc., a Maryland corporation, hereinafter called "Derma Pet of MD", and Derma Pet, Inc., a Florida corporation, hereinafter called "Derma Pet of FL" and sometimes "Successor."

WHEREAS, Derma Pet of MD has an authorized capital stock consisting of one thousand shares of common stock, no par value, of which one thousand shares have been duly issued and are now outstanding; and

WHEREAS, Derma Pet of FL has an authorized capital stock consisting of one thousand shares of common stock, no par value, of which one thousand shares have been duly issued and are now outstanding; and

WHEREAS, the Stockholder of Derma Pet of MD and the Board of Directors of Derma Pet of FL, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Derma Pet of MD merge with Derma Pet of FL under and pursuant to the provisions of the General Corporation Law of the State of Maryland and the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** Derma Pet of MD will be and it hereby is merged into Derma Pet of FL pursuant to Articles of Merger as set forth on Appendix A hereto.
2. **Effective Date.** This Plan and Agreement of Merger and Reorganization shall become effective on MAY 2, 2005, following the filing of the Articles of Merger in compliance with the laws of the State of Maryland and the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.
3. **Surviving Corporation.** Derma Pet of FL shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Derma Pet of MD shall cease forthwith upon the Effective Date.
4. **Authorized Capital.** The authorized capital stock of Derma Pet of FL following the Effective Date shall be one thousand shares of Common Stock, no par value, unless and until the same shall be changed in accordance with the laws of the State of Florida.

5. **Articles of Incorporation.** The Articles of Incorporation set forth as Appendix B hereto shall be the Articles of Incorporation of Derma Pet of FL following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Florida Business Corporation Act, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or such law or herein upon any shareholder or director or officer of Derma Pet of FL or upon any other persons whomsoever are subject to such power to amend. Such Articles of Incorporation shall constitute the Articles of Incorporation of Derma Pet of FL separate and apart from this Plan and Agreement of Merger and Reorganization and may be separately certified as the Articles of Incorporation of Derma Pet of FL.
6. **Bylaws.** The bylaws of Derma Pet of MD as they exist on the Effective Date shall be the bylaws of Derma Pet of FL following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.
7. **Board of Directors and Officers.** The members of the Board of Directors of Derma Pet of FL shall be those persons who were elected in the organizational meeting of the Stockholders of Derma Pet of FL; and the officers of Derma Pet of FL immediately after the Effective Date shall be those persons who were the officers of Derma Pet of MD immediately prior to the Effective Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the bylaws, or until their respective successors are elected and qualified.
8. **Further Assurance of Title.** If at any time Derma Pet of FL shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Derma Pet of FL any right, title or interest of Derma Pet of MD held immediately prior to the Effective Date, Derma Pet of MD and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in Derma Pet of FL as shall be necessary to carry out the purposes of this Plan and Agreement of Merger and Reorganization, and Derma Pet of FL and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Derma Pet of MD or otherwise.
9. **Conversion of Outstanding Stock.** The manner and basis of converting or exchanging the issued stock of Derma Pet of MD into Derma Pet of FL and the treatment of any stock of Derma Pet of MD not to be so converted or exchanged on the Effective Date shall be as follows:

- A. Each share of Derma Pet of MD Common Stock, if any, which remains unissued on the Effective Date of this merger shall be canceled.
- B. Each share of Derma Pet of FL Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of Derma Pet of FL Common Stock.
- C. Each share of Derma Pet of MD Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into one (1) share of Derma Pet of FL Common Stock.
- D. No fractional shares will arise as a result of the merger transaction described herein.
- E. After the merger transaction described herein shall have become effective, each holder of an outstanding certificate or certificates theretofore representing Derma Pet of MD Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of Derma Pet of FL Common Stock into which the Derma Pet of MD Common Stock represented by the certificate or certificates so surrendered shall have converted or exchanged by the provisions hereof.

Until such surrender, Derma Pet of MD Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Derma Pet of FL Common Stock to be delivered with respect to such shares of such capital stock. Unless or until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Derma Pet of MD Common Stock or Derma Pet of FL Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates of Derma Pet of MD Common Stock, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Derma Pet of FL Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Derma Pet of MD Common Stock or Derma Pet of FL Common Stock.

If any holder of an outstanding certificate or certificates representing Derma Pet of MD Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as Derma Pet of MD shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Derma Pet of MD, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Derma Pet of MD Common Stock.

10. **Rights and Liabilities of Derma Pet of FL.** At and after the Effective Date, Derma Pet of FL shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the parties hereto; all debts due to Derma Pet of MD or whatever account shall be vested in Derma Pet of FL; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of Derma Pet of FL as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Derma Pet of MD shall not revert or be in any way impaired by reason of the merger, but shall be vested in Derma Pet of FL; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities and duties of the respective parties hereto at the Effective Date; all debts, liabilities and duties of the respective parties hereto shall thenceforth attach to Derma Pet of FL and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and Derma Pet of FL shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.
11. **Service of Process on Derma Pet of FL.** Derma Pet of FL agrees that it may be served with process in the State of Maryland in any proceeding for enforcement of any obligation of Derma Pet of MD as well as for the enforcement of any obligation of Derma Pet of FL arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of the General Corporation Law of the State of Maryland and the Florida Business Corporation Act.
12. **Termination.** This Plan and Agreement of Merger and Reorganization may be terminated and abandoned by action of the stockholders of Derma Pet of MD at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the stockholder of Derma Pet of MD and the board of directors of Derma Pet of FL, has caused this Plan and Agreement of Merger and Reorganization to be executed.

DERMA PET, INC.

By: SM
Steven A. Melman, VMD, President

DERMA PET, INC.

By: SM
Steven A. Melman, VMD, President

**CERTIFICATE OF SECRETARY OF
DERMA PET, INC.
(a Florida corporation)**

I, Gloria Melman, the Secretary of Derma Pet, Inc., hereby certify that the Plan and Agreement of Merger and Reorganization to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President under the corporate seal of said corporation, was duly approved and adopted by informal written action signed by the holders of 100% of the outstanding Stock entitled to vote thereon.

WITNESS my hand and seal this 2nd day of MAY, 2005.

Gloria Melman
Gloria Melman, Secretary

STATE OF MARYLAND :

COUNTY OF MONTGOMERY :

Subscribed and sworn to before me this 2nd day of MAY, 2005.

David A. Brown
Notary Public

My Commission Expires: 9/1/2007

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