

P94000084342

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

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EFFECTIVE DATE

12-31-10

MERGER OR SHARE EXCHANGE

Teva Animal Health, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 DEC 29 AM 9:07

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TB 12/30/10



December 29, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

"PET TECHNOLOGY CORP."
ATTN: LEGAL AFFAIRS
C/O 425 PRIVET RD
HORSHAM, PA 19044

SUBJECT: "PET TECHNOLOGY CORP."
REF: P94000084342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Regulatory Specialist II

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EFFECTIVE DATE
12-31-10

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Teva Animal Health, Inc.</u>	<u>Delaware</u>	<u>3559043</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>"Pet Technology Corp."</u>	<u>Florida</u>	<u>P94000084342</u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on Dec. 23, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on Dec. 23, 2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Brian E. Shanahan
Assistant Secretary

"Pet Technology Corp."

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 23rd day of December, 2010, by and between "Pet Technology Corp.," a Florida corporation ("PET") and Teva Animal Health, Inc., a Delaware corporation ("TAH").

WITNESSETH:

WHEREAS, PET is a wholly owned subsidiary of TAH; and

WHEREAS, the respective Boards of Directors of PET and TAH deem it advisable and in the best interests of their respective corporations and shareholders to have PET merge with and into TAH pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of PET and TAH and the sole shareholder of each of PET and TAH have approved this Agreement and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as herein defined) and in accordance with the laws of the State of Delaware, PET shall merge with and into TAH, with TAH being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

ARTICLE 2 EFFECTIVE DATE

Articles of Merger executed in accordance with the laws of the State of Delaware shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the filing of the Articles of Merger relating to the Merger with the Secretary of State of the State of Delaware (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of PET and TAH shall cease and PET and TAH shall become and be a single corporation, with TAH as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of TAH shall continue in effect and be unimpaired by the Merger.

(iii) TAH, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of PET and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in TAH without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of PET shall be preserved unimpaired; TAH as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and PET and all of the debts, liabilities and obligations of PET shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of TAH as in effect immediately prior to the Merger becoming effective shall be the Articles of Incorporation of the Surviving Corporation.

(ii) The Bylaws of TAH in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and/or said Bylaws.

(iii) The officers and directors of TAH immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving

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Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Cancellation of PET's Shares. Upon the Effective Date of the Merger, each share of PET's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first written above.

"PET TECHNOLOGY CORP.," a Florida corporation

By: Deborah Griffith
Name: Deborah Griffith
Title: Vice President and Treasurer

TEVA ANIMAL HEALTH, INC., a Delaware corporation

By: William Marth
Name: William Marth
Title: Chairman