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05-22-2001



FORM PTO-1594
(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101724746

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): The Pet Food Giant, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - New Jersey <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____ February 1, 1999</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: _____ PETS MART, Inc.</p> <p>Internal Address: _____ 19601 N. 27th Avenue</p> <p>Street Address: _____ MAY 15 2001</p> <p>City: _____ Phoenix State: <u>AZ</u> ZIP 85027</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 2,234,471</p> <p>See Schedule A</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Karen Mourad</u></p> <p>Internal Address: <u>PETS MART, Inc.</u></p> <p>Street Address: <u>19601 N. 27th Avenue</u></p> <p>City: <u>Phoenix</u> State: <u>AZ</u> ZIP <u>85027</u></p>	<p>6. Total number of applications and registration involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):..... \$ <u>40</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account No. 03-3118</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature. 40 00 00
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Amy L. Thompson 5/14/01
Amy L. Thompson May 14, 2001

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002300 FRAME: 0185

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE PET FOOD GIANT, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "PETSMART, INC." UNDER THE NAME OF "PETSMART, 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. 1999, AT 9:01 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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991039467

AUTHENTICATION: 9553217

DATE: 02-02-99

TRADEMARK
REEL: 002300 FRAME: 0186

CERTIFICATE OF OWNERSHIP AND MERGER

OF

The Pet Food Giant, Inc.

(a New Jersey corporation)

into

PETSMART, Inc.

(a Delaware corporation)

It is hereby certified that:

1. PETSMART, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of The Pet Food Giant, Inc., which is a business corporation of the State of New Jersey.
3. The laws of the jurisdiction of organization of The Pet Food Giant, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges The Pet Food Giant, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 3rd, 1998 by the Board of Directors of the Corporation to merge The Pet Food Giant, Inc. into the Corporation:

RESOLVED that The Pet Food Giant, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of The Pet Food Giant, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by The Pet Food Giant, Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of The Pet Food Giant, Inc.

RESOLVED that this Corporation shall cause to be


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 02/01/1999
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executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of The Pet Food Giant, Inc. and of this Corporation and in any other appropriate jurisdiction.

Executed on this 1st day of February, 1999.

PETsMART, Inc.

By:


Kenneth A. Conway
Assistant Secretary

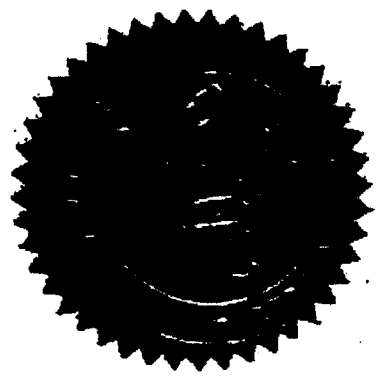
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE TO CORPORATE FILING

PETSMART, INC.

I, the Treasurer of the State of New Jersey, do hereby certify that the above named business did on February 5, 1999, file and record in this department a certificate of Merger Mergering out THE PET FOOD GIANT INC. as by the statutes of this state required.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of February, 1999



James A. DiEleuterio, Jr.

James A. DiEleuterio, Jr.
Treasurer