



MRL 12/21/98

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TO THE HONORABLE COMMISSIONER OF ...
thereof.

ord the attached original documents or copy

1. Name of conveying party(ies): (If multiple assignors, list numerically)

PASI Shell Company

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

Additional name(s) of conveying party(ies) attached?

- Yes No

2. Name and address of receiving party(ies):

Name: Petco Animal Supplies, Inc.
Internal Address:
Street Address: 9125 Rehco Road
City: San Diego **State:** CA **ZIP:** 92121

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Delaware
- Other:

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If assignee is not domiciled in the United States a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
 Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
April 18, 1991

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,695,073; 1,884,615; 1,779,046; 1,859,326; 1,616,235

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey L. Van Hoosear
 KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

7. Total fee (37 CFR 3.41): \$140.00

- Enclosed
- Authorized to be charged to deposit account

6. Total number of applications and registrations involved: 5

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

9. Statement and signature.

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.

Jeffrey L. Van Hoosear
Name of Person Signing

Signature

December 8, 1998
Date

Total number of pages, including cover sheet, attachments and document: 15

Mail documents to be recorded with required cover sheet information to:

12/23/1998 DMGUYEN 00000104 1695073

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

01 FC:481 40.00 OP
 02 FC:482 100.00 OP
 CAB-7800:cb,lb/120898

KNOBBE, MARTENS, OLSON & BEAR, LLP
 620 NEWPORT CENTER DR., 16TH FLOOR, NEWPORT BEACH, CA 92660
 (949) 760-0404 FAX (949) 760-9502

TRADEMARK
REEL: 1831 FRAME: 0696

CERTIFICATE OF INCORPORATION

OF

PASI SHELL COMPANY

PASI SHELL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. That by action taken at a meeting duly noticed and held on April 17, 1991, resolutions were duly adopted setting forth a proposed amendment and restatement of the Certificate of Incorporation of the Corporation which was filed in the office of the Delaware Secretary of State on April 9, 1991, declaring said amendment and restatement to be advisable and directing its officers to submit said amendment and restatement to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows, subject to the required consent of the stockholders of the Corporation:

FIRST: The name of the Corporation (hereinafter the "Corporation") is

PETCO ANIMAL SUPPLIES, INC.

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent; and the name of the registered agent of the Corporation in the State of Delaware is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

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FOURTH: The total number of shares of stock which the Corporation shall have authority to issue shall be (i) ten million (10,000,000) shares of Common Stock with a par value of \$.0001 per share, and (ii) two million (2,000,000) shares of Preferred Stock with a par value of \$.0001 per share.

There are hereby created two series of Preferred Stock which shall be designated as follows:

A. Series A Preferred.

1. Designation. 60,000 shares of the Preferred Stock of the Corporation shall constitute a series of Preferred Stock designated as "Series A Senior Preferred Stock," par value \$.0001 per share (the "Series A Preferred").

2. Shares of Series Identical. All shares of the Series A Preferred shall be identical with each other in all respects.

3. Dividends. Subject to limitations contained in the Corporation's debt agreements, the holders of shares of Series A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors, payable in cash out of funds legally available for the payment of dividends, cumulative dividends at the rate of ten percent (10%) per annum on the liquidation preference, payable semi-annually on June 30 and December 31 of each year commencing June 30, 1991. Such dividends shall be cumulative and accrued from the date of issue.

4. Dividends on Other Preferred Stock. No dividend shall be declared or paid or set aside for payment on any series of Preferred Stock ranking junior to or on a parity with the Series A Preferred unless there shall likewise be or have been declared and paid or set aside for payment on all shares of Series A Preferred at the time outstanding full cumulative dividends for all dividend periods ending before the date of payment of such dividend on any series of Preferred Stock ranking junior to or on a parity with the Series A Preferred. When dividends are not paid in full upon the shares of Series A Preferred, all dividends declared upon the Series A Preferred and any series of Preferred Stock ranking on a parity with the Series A Preferred shall be declared ratably in proportion to the respective annual dividend rates per annum fixed therefor as provided herein or in the Certificate of Incorporation.

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5. Redemption.

5.1. (a) Subject to limitations contained in the Corporation's debt agreements, shares of Series A Preferred shall be redeemable at the option of the Corporation, as a whole or from time to time in part, at a redemption price (the "Redemption Price") equal to the aggregate Liquidation Preference of the shares of Series A Preferred of such holder to be redeemed plus all accrued and unpaid dividends thereon, if any.

(b) Not less than 30 nor more than 60 days prior to the date specified for redemption (the "Redemption Date"), a notice shall be given by first class mail, postage prepaid, to the holders of record of shares of Series A Preferred to be redeemed at their respective addresses as the same shall appear on the books of the Corporation, which notice shall state the time and place where certificates for shares of Series A Preferred are to be surrendered, shall state the aggregate number of shares of Series A Preferred to be redeemed and shall state that dividends will cease on the Redemption Date to accrue on the shares to be redeemed. In every case of redemption of less than all of the outstanding shares of the Series A Preferred pursuant to this section 6.1, the shares to be redeemed shall be allocated among all the holders of shares of Series A Preferred in proportion, as nearly as practicable, to the respective number of shares of Series A Preferred held by each holder, with adjustments, to the extent practicable, to compensate for any prior redemptions not made exactly in such proportion.

(c) If notice of redemption and exchange has been given pursuant to paragraph (b) of this section 5.1, then on the Redemption Date, unless the Corporation shall fail to pay for the shares of Series A Preferred in conformity with the provisions of section 5.1(a) in redemption of the shares of Series A Preferred designated in such notice, (x) the shares of Series A Preferred to be redeemed shall cease to be entitled to any dividends accruing after that date, (y) all rights of the respective holders of such shares, as shareholders of the Corporation by reason of the ownership of such shares, except the right to receive the Redemption Price upon surrender (and endorsement, if required by the Corporation) of the respective certificates representing such shares, shall cease, and (z) such shares shall cease to be outstanding. In case less than all the shares represented by any such certificate designated in such notice are redeemed, a new certificate shall be issued representing the unredeemed shares, without cost to the

holder thereof, within five business days after surrender of such certificates.

(d) The Corporation at its sole option may at any time waive its rights under this Section 5.1 by giving written notice thereof to the holders of record of the Series A Preferred.

5.2. The Series A Preferred shall be redeemed in its entirety at the Redemption Price upon the earlier of: (i) the voluntary sale, lease, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property, assets or voting stock of the Corporation to any person other than a wholly-owned subsidiary of the Corporation, (ii) a merger or consolidation in which the holders of the Common Stock of the Corporation immediately prior to the transaction do not have proportionately the same ownership (excluding any holders of Common Stock exercising dissenters' rights or similar rights as provided by law), directly or indirectly, of at least fifty percent (50%) of the Common Stock of the surviving corporation immediately after such merger or consolidation as they had of the Common Stock immediately prior to such merger or consolidation, or (iii) March 31, 2003.

6. Reacquired Shares. Shares of Series A Preferred which have been issued and reacquired in any manner by the Corporation shall be cancelled and shall not be reissued as shares of Series A Preferred.

7. Liquidation, Etc. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred shares shall be entitled to receive \$100.00 (the "Liquidation Preference") per share plus any accrued dividends thereon through the date of payment before any payment shall be made to the holders of the Common Stock or any other shares of the Corporation ranking junior to Series A Preferred shares including without limitation any shares of Series B Junior Preferred Stock. In the event the assets of the Corporation available for distribution to the holders of Series A Preferred shares upon any liquidation, dissolution or winding up of the Corporation shall be insufficient to pay in full the amounts to which the holders of Series A Preferred shall be entitled, no distribution shall be made on account of any shares of any other class or series of stock ranking on a parity with Series A Preferred shares unless proportionate amounts shall be paid on account of Series A Preferred shares, ratably, in proportion to the total amounts to which the holders of all such shares are entitled upon

liquidation, dissolution or winding up. For the purpose of this Section 7, neither the voluntary sale, lease, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property or assets of the Corporation, nor the consolidation or merger of the Corporation with one or more other corporations, shall be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation, voluntary or otherwise.

8. Restrictions on Redemption or Purchase of Preferred Stock or Common Stock. The Corporation, without the affirmative vote or consent of the holders of ninety-five percent (95%) of the outstanding shares of Series A Preferred (excluding for the purposes of such vote any shares owned by holders who also own stock ranking on a parity or junior with the Series A Preferred) at the time outstanding voting as a separate series, shall not redeem or purchase any shares of Common Stock or other stock ranking junior or on a parity with Series A Preferred, and neither the Corporation nor any subsidiary shall purchase any shares of the Series A Preferred or any shares ranking on a parity with the Series A Preferred except in accordance with a purchase offer made in writing (as defined by the Board of Directors) pro rata to all holders of such shares upon such terms as the Board of Directors, in their sole discretion after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine (which determination shall be final and conclusive) will result in fair and equitable treatment among the respective series and classes.

9. Certain Restrictions; Right to Vote on Certain Matters. In addition to any other requirements of law, so long as any shares of Series A Preferred are outstanding, the Corporation will not

(a) declare, or pay, or set apart for payment, any dividends (other than dividends payable in stock ranking junior to this series) or make any distribution on any Common Stock or other stock of the Corporation ranking junior to the Series A Preferred and will not redeem, purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of any such Common Stock or other junior stock if at the time of making such declaration, payment, distribution, redemption, purchase or acquisition the Corporation shall not have paid all accrued dividends or any obligation to retire, shares

of the Series A Preferred or any Preferred Stock ranking on a parity with the Series A Preferred;

(b) without the affirmative vote or consent of the holders of at least a majority of the Series A Preferred shares, voting as a separate series, and of all other series of Preferred Stock ranking on a parity with the Series A Preferred (to the extent the certificates of designations of such series require such series to vote on the matters covered by this paragraph (b)) at the time outstanding, each voting as a separate series, issue shares of any class or series of stock ranking on a parity with the Series A Preferred;

(c) without the affirmative vote or consent of the holders of at least a majority of the shares of Series A Preferred at the time outstanding, voting as a separate series, issue any class or series of stock ranking prior to the Series A Preferred or increase the authorized number of shares of any such prior class or series of stock; or

(d) without the affirmative vote or consent of the holders of at least ninety-five percent (95%) of all of the shares of the Series A Preferred at the time outstanding, amend, alter or repeal any of the provisions hereof or of the Corporation's Certificate of Incorporation so as adversely to affect the preferences, rights or powers of shares of the Series A Preferred.

In all other respects, the holders of the shares of Series A Preferred shall have only the voting rights granted by the laws of the State of Delaware to the holders of shares of preferred stock.

10. Ranking. The shares of Series A Preferred shall rank senior to the shares of the Corporation's Series B Junior Preferred Stock, with respect to receipt of dividends and of amounts distributable upon liquidation, dissolution or winding up.

11. Certain Definitions.

11.1. For the purposes hereof:

(a) the amount of dividends "accrued" on any share of Preferred Stock of any series as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of

Designation, any stock into which such Common Stock shall have been exchanged or any stock resulting from any reclassification of such Common Stock, and all other stock of any class or classes (however designated) of the Corporation the holders of which have no preference or priority in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up of the Corporation and which are not subject to redemption by the Corporation.

"Series B Junior Preferred Stock" means the Series B Junior Preferred Stock, par value \$.0001 per share, of the Corporation as constituted on the date of the Certificate of Designation therefor, and any stock resulting from any reclassification of such Series B Junior Preferred Stock.

"Liquidation Preference" means the sum of \$100.00 per share of Series A Preferred.

"Preferred Stock" means any class of shares of the Corporation ranking prior to at least one other class of shares of the Corporation as to the receipt of dividends or amounts distributable upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

B. Series B Preferred.

1. Designation. 108,378 shares of the Preferred Stock of the Corporation shall constitute a series of Preferred Stock designated as "Series B Junior Preferred Stock," par value \$.0001 per share (the "Series B Preferred").

2. Shares of Series Identical. All shares of the Series B Preferred shall be identical with each other in all respects.

3. Dividends. Subject to the limitations contained in the Corporation's debt agreements, the holders of shares of Series B Preferred shall be entitled to receive, when, as and if declared by the Board of Directors, payable in cash out of funds legally available for the payment of dividends, cumulative dividends at the rate of ten percent (10%) per annum on the liquidation preference, payable semi-annually on June 30 and December 31 of each year commencing June 30, 1991. Such dividends shall be cumulative and accrued from the date of issue.

up of the affairs of the Corporation, voluntary or otherwise.

7. Restrictions on Redemption or Purchase of Preferred Stock or Common Stock. If at any time the Corporation shall have failed to pay dividends in full on Series B Preferred shares, thereafter and until dividends in full, including all accrued dividends on shares of Series B Preferred outstanding, shall have been declared and set apart for payment or paid, (a) the Corporation, without the affirmative vote or consent of the holders of ninety-five percent (95%) of the Series B Preferred at the time outstanding voting as a separate series, shall not redeem or purchase any shares of Common Stock or other stock ranking junior or on a parity with Series B Preferred, and (b) neither the Corporation nor any subsidiary shall purchase any shares of the Series B Preferred or any shares ranking on a parity with the Series B Preferred except in accordance with a purchase offer made in writing (as defined by the Board of Directors) pro rata to all holders of such shares upon such terms as the Board of Directors, in their sole discretion after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine (which determination shall be final and conclusive) will result in fair and equitable treatment among the respective series and classes.

8. Certain Restrictions; Right to Vote on Certain Matters. In addition to any other requirements of law, so long as any shares of Series B Preferred are outstanding, the Corporation will not

(a) declare, or pay, or set apart for payment, any dividends (other than dividends payable in stock ranking junior to this series) or make any distribution on any Common Stock or other stock of the Corporation ranking junior to the Series B Preferred and will not redeem, purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of any such Common Stock or other junior stock if at the time of making such declaration, payment, distribution, redemption, purchase or acquisition the Corporation shall not have paid all accrued dividends or any obligation to retire, shares of the Series B Preferred or any Preferred Stock ranking on a parity with the Series B Preferred;

(b) without the affirmative vote or consent of the holders of at least a majority of the Series B Preferred shares, voting as a separate series, and of all other series of Preferred Stock ranking on a

parity with the Series B Preferred (to the extent the certificates of designations of such series require such series to vote on the matters covered by this paragraph (b)) at the time outstanding, each voting as a separate series, issue shares of any class or series of stock ranking on a parity with the Series B Preferred; or

(c) without the affirmative vote or consent of the holders of at least ninety-five percent (95%) of all of the shares of the Series B Preferred at the time outstanding, amend, alter or repeal any of the provisions hereof or of the Corporation's Certificate of Incorporation so as adversely to affect the preferences, rights or powers of shares of the Series B Preferred.

In all other respects, the holders of the shares of Series B Preferred shall have only the voting rights granted by the laws of the State of Delaware to the holders of shares of preferred stock.

9. Ranking. The shares of Series B Preferred shall rank junior to the shares of the Corporation's Series A Senior Preferred Stock, with respect to receipt of dividends and of amounts distributable upon liquidation, dissolution or winding up.

10. Certain Definitions.

10.1. For the purposes hereof:

(a) the amount of dividends "accrued" on any share of Preferred Stock of any series as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of Preferred Stock of any series as at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated thereon to and including the last preceding dividend date, whether or not earned or declared, plus an amount calculated on the basis of the annual dividend rate fixed for the shares of such series for the period after such last preceding dividend date to and including the date as of which the calculation is made, based on a 360-day year of twelve 30-day months; and

(b) any series or class of stock of the Corporation shall be deemed to rank

i) prior to the Series B Preferred if the holders of such series or class shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, in preference to or priority over the holders of the Series B Preferred;

ii) on a parity with the Series B Preferred, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the Series B Preferred, if the holders of such series or class shall not be entitled to the receipt of dividends in preference to or priority over the holders of the Series B Preferred and shall be entitled to the receipt of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective liquidation prices, without preference or priority one over the other as between the holders of such series or class and the holders of the Series B Preferred; and

iii) junior to the Series B Preferred if the rights of the holders of such series or class shall be subject or subordinate to the rights of the holders of the Series B Preferred in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up.

10.2 As used herein, unless the context otherwise requires, the following capitalized terms have the following respective meanings:

"Common Stock" means the Common Stock, par value \$.0001 per share, of the Corporation as constituted on the date of this Certificate of Designations, any stock into which such Common Stock shall have been exchanged or any stock resulting from any reclassification of such Common Stock, and all other stock of any class or classes (however designated) of the Corporation the holders of which have no preference or priority in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up of the Corporation and which are not subject to redemption by the Corporation.

"Series A Senior Preferred Stock" means the Series A Senior Preferred Stock, par value \$.0001 per share, of the Corporation as constituted on the date of the Certificate of Designation therefor, and any stock resulting from any reclassification of such Series A Senior Preferred Stock.

"Liquidation Preference" means the sum of \$100.00 per share of Series B Preferred.

"Preferred Stock" means any class of shares of the Corporation ranking prior to at least one other class of shares of the Corporation as to the receipt of dividends or amounts distributable upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Daniel Howard	701 "B" Street, Suite 2100 San Diego, California 92101

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

NINTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

2. That thereafter, by written consent of the sole holder of the issued and outstanding shares of Common Stock of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, all of the shares of the Corporation were voted in favor of the amendment.

3. That said Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

5. That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, PASI SHELL COMPANY has caused this Certificate to be signed by Richard St. Peter, its Vice President, and James M. Myers, its Assistant Secretary, this 18th day of April, 1991.

PASI SHELL COMPANY

By: Richard St. Peter
Richard St. Peter
Vice President

ATTEST

James M. Myers
James M. Myers
Assistant Secretary

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TRADEMARK

RECORDED
PATENT AND TRADEMARK
OFFICE

MAY - 9 1992

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Registration Nos.: 1,695,073; 1,884,615;
1,779,046; 1,859,326; 1,616,235
Our Reference Nos.: PETCO.019T/022T/028T/085T/013T
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RECORDED: 12/21/1998

REEL: 1831 FRAME: 0710