

05-22-2001

5.14

FORM PTO-1594
(Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101724745

To the Honorable Commissioner of Patents and Trademarks
thereof.

the attached original documents or copy

1. Name of conveying party(ies):

Petstuff, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 1, 1999

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

Name: PETSTMMART, Inc.

Internal Address: 19601 N. 27th Avenue

Street Address: _____

City: Phoenix State: AZ ZIP 85027

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

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

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,927,073

1,897,071

1,196,969

1,370,659

Additional numbers attached? Yes No

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

Name: Karen Mourad

Internal Address: PETSTMMART, Inc.

Street Address: 19601 N. 27th Avenue

City: Phoenix State: AZ ZIP 85027

6. Total number of applications and registration involved:

4

7. Total fee (37 CFR 3.41):.....

\$ 115

- Enclosed *OK*
- Authorized to be charged to deposit account No. 03-3118

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

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

Total number of pages including cover sheet, attachments, and document: 4

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: 0150

Office of the Secretary of State

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:

"PETSTUFF, INC.", A DELAWARE 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 O'CLOCK A.M.



2098534 8100M

001073089

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0256801

AUTHENTICATION:

DATE: 02-14-00

TRADEMARK

REEL: 002300 FRAME: 0151

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PETsTUFF, Inc.
(a Delaware corporation)

INTO

PETsMART, Inc.
(a Delaware corporation)

PETsMART, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

1. PETsMART, Inc. is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares common stock of Petstuff, Inc., which is also a business corporation of the State of Delaware.
3. On December 3, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Petstuff, Inc. into the Corporation:

RESOLVED that Petstuff, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Petstuff, 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 Petstuff, Inc. in its name.

RESOLVED that this Corporation shall assume all of the obligations of Petstuff, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and

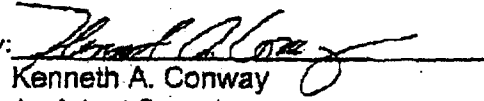
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/01/1999
991039464 - 2098534

will cause to be performed all necessary acts within
the State of Delaware and within any other
appropriate jurisdiction.

Executed on this 1st day of February, 1999.

PETSMART, Inc.

By:


Kenneth A. Conway
Assistant Secretary