

5.14.1

05-22-2001

FORM PTO-1594
(Rev. 6-93)

REC



101724747

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
The Pet Food Giant, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State - New Jersey

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: PETsMART, 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)

2,234,471

See Schedule A

Additional numbers attached? Yes No

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

Name: Karen Mourad

Internal Address: PETsMART, Inc.

Street Address: 19601 N. 27th Avenue

City: Phoenix State: AZ ZIP 85027

6. Total number of applications and registration involved:
1

7. Total fee (37 CFR 3.41):.....
\$ 40

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: 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: 0163

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:

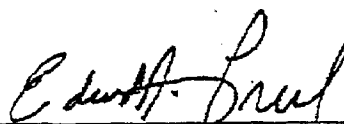
"THE PET FOOD GIANT, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "PETSMART, INC." UNDER THE NAME OF "PETSMART, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 1999, AT 9:01 O'CLOCK A.M.

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



2098534 8100M

991039467


Edward J. Freel, Secretary of State

AUTHENTICATION: 9553217

DATE: 02-02-99

TRADEMARK
REEL: 002300 FRAME: 0164

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
991039467 - 2098534**

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:

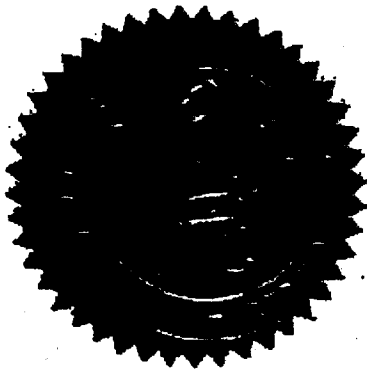

Kenneth A. Conway
Assistant Secretary

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.
Treasurer