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TO THE ASSISTANT COMMISSIONER OF PATEN

ed original documents or copy thereof.

102811560 Name of conveying party(ies): (If multiple assignors, ins of receiving party(ies): numerically) Name: PETCO ANIMAL SUPPLIES, INC PETDEV, INC. Internal Address: Street Address: 9125 Rehco Road () Individual City: San Diego State: CA ZIP: 92121 () Association () General Partnership () Individual () Limited Partnership () Association (X) Corporation - State of California () General Partnership () Other: () Limited Partnership (X) Corporation - State of Delaware Additional name(s) of conveying party(ies) attached? () Other: Yes (X) If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes (X) No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? () Yes (X) No Application number(s) or registration number(s): Nature of conveyance: () Assignment Trademark Application No(s): (X) Merger () Security Agreement Change of Name Trademark Registration No(s): () Other: 2,795,985 Execution Date: (If multiple assignors, list execution Additional numbers attached? () (X) No dates in numerical order corresponding to numbers indicated in 1 above) February 2, 2001 Total fee (37 CFR 1.21(h)): \$40.00 Name and address of party to whom correspondence concerning document should be mailed: (X)Enclosed Name: Deborah S. Shepherd KNOBBE, MARTENS, OLSON & BEAR, LLP Customer No. 20,995 Deposit account number: 11-1410 Internal Address: Fourteenth Floor Street Address: 2040 Main Street Please charge this account for any additional fees which may be City: Irvine State: CA ZIP: 92614 required, or credit any overpayment to this account. Attorney's Docket No.: PETCO.235T Total number of applications and registrations involved: 1 Statement and signature. To the best of my knowledge and belief, the for egoing information is true and correct, and any attached copy is a true copy of the original document.

Deborah S. Shepherd Name of Person Signing

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

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

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Mail Stop Assignment Recordation Services Director, U.S. Patent and Trademark Office P.O. Box 1450

Alexandria, VA 22313-1450

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I, Kevin Shelley, Secretary of State of the State of California, hereby certify:

That the attached transcript of  $\mathcal{L}$  page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 1 8 2004

Secretary of State

Sec/State Form CE-108 (rev. 1/03)

OSP 03 74871

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## 2321251 OUT State of Delaware



Office of the Secretary of State

I, HARRIET SMITH WINDBOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERRBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PETDEY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PETCO ANIMAL SUPPLIES, INC." UNDER THE NAME OF "PETCO ANIMAL SUPPLIES, INC.", A CORPORATION ORGANIZED AND existing under the laws of the state of Delamare, as received AND FILED IN THIS OFFICE THE SECOND DAY OF FRERVARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF FEBRUARY, A.D. 2001, AT 11:59 O'CLOCK P.M.

2259581

010060305



DATE: 02-06-01

STÀTE OF DELAMIRE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:40 AM 02/02/2001 01:00:56498 — 2259581

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## CERTIFICATE OF OWNERSHIP AND MERGER

of

PETDEV, INC. (a California corporation)

into

## PETCO ANIMAL SUPPLIES, INC.

(a Delaware corporation)
(Pursuant to Section 252)

It is hereby certified that:

- 1. PETCO ANIMAL SUPPLIES, INC. (hereinafter 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 stock of PETDEV, INC., which is a business corporation of the State of California.
- The laws of the jurisdiction of organization of PETDEV, INC, permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
  - 4. The Corporation hereby merges PETDEV, INC. into the Corporation.
- 5. The following is a copy of the resolutions adopted on February 2, 2001 by the Board of Directors of the Corporation to merge the said PETDEV, INC. into the Corporation:

"RESOLVED, that PETDEV. INC., a California corporation, be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of PETDEV. INC. he 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 PETDEV. INC. in its name:

**ESOLVED FURTHER**, that this Corporation assume all of the obligations of PETDEV, INC.:

RESOLVED FURTHER, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction

of organization of PETDEV, INC. and of this Corporation and in any other appropriate jurisdiction; and

RESOLVED FURTHER, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 11:59 p.m. on February 3, 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time."

6. The effective time of the Certificate of Ownership and Merger shall be at 11:59 p.m. on February 3. 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on February 2, 2001.

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PETCO Animal Supplies, Inc.

By: /s/ James M. Myers
Name: James M. Myers

Title: Senior Vice President and Chief Financial Officer



## TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: April 13, 2001

January 25, 2001

CSC 2730 GATEWAY DAKS DRIVE STE 100 SACRAMENTO CA 95833

ISSUED TO : PETDEV, INC. ENTITY ID : 2321251

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- \* A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this latter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE 1500 11th St., 3rd Floor SACRAMENTO, CA 95814-5701

You can also call them at (916) 657-5448 or access their website at WWW.55.C8.90V

> **TRADEMARK** REEL: 003024 FRAME: 0207

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January 25, 2001

CSC

ENTITY ID : 2321251

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Franchise Tax Board Telephone (800) 852~5711

Tax Clearance Unit Taxpayer Services Center Telephone (800) 852-5711



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**RECORDED: 08/06/2004**