



TO THE ASSISTANT COMMISSIONER OF PATENT

and original documents or copy thereof.

102811560

8.6.04

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

Name of receiving party(ies):

PETDEV, INC.

Name: PETCO ANIMAL SUPPLIES, INC

Internal Address:

Street Address: 9125 Rehco Road

City: San Diego State: CA ZIP: 92121

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other:

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

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

Yes No

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:

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

a. Trademark Application No(s):

b. Trademark Registration No(s):

2,795,985

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) February 2, 2001

Additional numbers attached? Yes No

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

Name: Deborah S. Shepherd
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995
 Internal Address: Fourteenth Floor
 Street Address: 2040 Main Street
 City: Irvine State: CA ZIP: 92614
 Attorney's Docket No.: PETCO.235T

7. Total fee (37 CFR 1.21(h)): \$40.00

Enclosed

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.

6. Total number of applications and registrations involved: 1

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.

Deborah S. Shepherd
Name of Person Signing

Deborah Shepherd
Signature

August 3, 2004
Date

Total number of pages including cover sheet, attachments and document: 7

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

08/10/2004 BYRME 00000106 2795985

01 FC:8521

40.00 DP

Mail Stop Assignment Recordation Services
 Director, U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450



SECRETARY OF STATE

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

That the attached transcript of 5 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 18 2004



Kevin Shelley
Secretary of State

FILED
in the Office of the Secretary of State
of the State of California

2321251 OUT
State of Delaware

00642699
PAGE 1

FEB 07 2001 *itb*

Office of the Secretary of State

Bill Jones
BILL JONES, Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"PETDEV, 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 DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, 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 8100M

010060305



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

DATE: 02-06-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 AM 02/02/2001
010056498 - 2259581

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.
3. 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.** 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 **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.

PETCO Animal Supplies, Inc.

By: /s/ James M. Myers

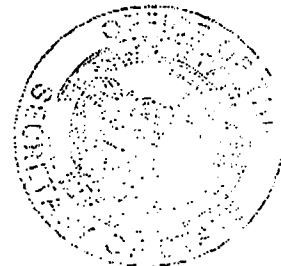
Name: James M. Myers

Title: Senior Vice President and
Chief Financial Officer

January 25, 2001
CSC
ENTITY ID : 2321251
Page 2

Franchise Tax Board
Telephone (800) 852-5711

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



COPY