

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/04/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PetFoodDirect.com, Inc.		05/04/2007	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	PetFoodDirect, Inc.
Street Address:	189 Main Street
City:	Harleysville
State/Country:	PENNSYLVANIA
Postal Code:	19438
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2505666	AMERICA'S PET STORE ON THE WEB
Registration Number:	3250818	AMERICA'S PET STORE ON THE WEB
Registration Number:	2445325	PETFOOD DIRECT
Registration Number:	2303755	PETFOOD DIRECT
Registration Number:	3246593	PETFOODDIRECT
Registration Number:	2445327	PETFOODDIRECT.COM
Registration Number:	2521387	THE INTERNET PET HOSPITAL

CORRESPONDENCE DATA

Fax Number: (215)563-4044
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2155634100
 Email: rherrell@ddhs.com
 Correspondent Name: Roger W. Herrell, Esq.

CH \$190.00 2505666

Address Line 1: 1601 Market Street
Address Line 2: Suite 2400
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	PETFOOD ASSIGNMENT
NAME OF SUBMITTER:	Roger W. Herrell, Esq.
Signature:	/roger w. herrell/
Date:	07/13/2007

Total Attachments: 11

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Corporation Service Company

ARTICLES OF MERGER

OF

PETFOODDIRECT.COM, INC.
(a Pennsylvania corporation)

AND

PETFOODDIRECT, INC.
(a Delaware corporation)

Microfilm No. _____ Filed with the Department of State of the
Commonwealth of Pennsylvania on May _____, 2007
Entity No. _____

Secretary of the Commonwealth

ARTICLES OF MERGER

In compliance with the requirements of 15 Pa.C.S. §1926 (relating to Articles of Merger), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the foreign corporation resulting from the merger is: PetFoodDirect, Inc.
2. The surviving foreign corporation, PetFoodDirect, Inc. is a qualified foreign business incorporated under the laws of the State of Delaware on the 29th day of March, 2007, and the address of its current registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808.
3. The address of the registered office in this Commonwealth of PetFoodDirect, Inc., a qualified foreign corporation formed under the laws of the State of Delaware is: 189 Main Street, Harleysville, PA 19438 (in Montgomery County).
4. The name and registered office address in this Commonwealth of the merging corporation is: PetFoodDirect.com, Inc. 189 Main Street, Harleysville, PA 19438.
5. The Plan of Merger shall be effective upon the filing of these Articles of Merger with the Department of State.
6. The Plan of Merger was approved by PetFoodDirect.com, Inc.'s Boards of Directors pursuant to 15 Pa.C.S. §1924(b).
7. The Plan of Merger is set forth in full as Exhibit A attached hereto and made a part hereof.

Commonwealth of Pennsylvania
ARTICLES OF MERGER-BUSINESS 9 Page(s)

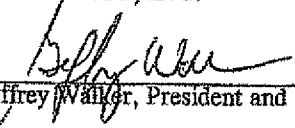


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IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed by a duly authorized officer this 4th day of May, 2007

PETFOODDIRECT, INC.

By: 
Geoffrey Walker, President and CEO

PETFOODDIRECT.COM, INC.

By: 
Geoffrey Walker, Chief Executive Officer

**EXHIBIT A
PLAN OF MERGER**

PLAN OF MERGER
OF
PETFOODDIRECT.COM, INC.
(a Pennsylvania corporation)
AND
PETFOODDIRECT, INC.
(a Delaware corporation)

This PLAN OF MERGER is entered into this 20th day of April, 2007, between PETFOODDIRECT.COM, INC., a Pennsylvania corporation (hereinafter called "Parent Company") and PETFOODDIRECT, INC., a Delaware corporation (hereinafter called, "Subsidiary" and as the survivor of the Merger provided for herein called "Surviving Corporation"). The parties hereinafter are sometimes collectively called "Constituent Corporations."

WITNESSETH

WHEREAS, Parent Company is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and Subsidiary is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Parent Company owns all of the outstanding capital stock of the Subsidiary;

WHEREAS, The Boards of Directors of Constituent Corporations, by resolutions duly adopted, each have approved this Plan of Merger and declare it to be advisable and in the best interest of Constituent Corporations and their shareholders that Parent Company merge with and into Subsidiary, which latter corporation shall be the surviving corporation, in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Pennsylvania Business Corporations Law, as amended (the "BCL") and the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the BCL and DGCL, on the Effective Date (as defined herein), Parent Company shall be merged with and into Subsidiary and thereupon the separate existence of Parent Company shall cease and Subsidiary shall continue to exist as "Surviving Corporation."

2. Certificate of Incorporation and Bylaws of Surviving Corporation.

The Certificate of Incorporation and Bylaws of Subsidiary, as in effect immediately before the Merger, shall be the Certificate of Incorporation and Bylaws of Surviving

Corporation thereafter until amended as provided by law and in accordance with their respective terms.

3. Conversion of Securities on Merger.

On the Effective Date, by virtue of the Merger:

3.1 All of the outstanding Common Stock, no par value, of Parent Company ("Parent Company Common Stock"), shall be canceled and each share of Parent Company Common Stock shall be exchanged for one share of Common Stock, \$.001 par value of Surviving Corporation ("Surviving Corporation Common Stock"). Such shares of Surviving Corporation Common Stock shall be delivered by Surviving Corporation to each respective shareholder of Parent Company on or after the Effective Date only upon surrender of the certificates representing the shares of Parent Company Common Stock owned by such shareholder.

3.2 Each share of Parent Company Common Stock outstanding immediately prior to the Effective Date shall thereafter represent the right to receive one validly issued, fully paid and non-assessable share of Surviving Corporation Common Stock. Immediately upon the Merger's becoming effective, the equity interest of the shareholders of Parent Company as shareholders of Parent Company shall and be extinguished and their sole right shall be to receive the consideration as set forth above.

3.3 Each of the Parent Company's then outstanding warrants and options, whether or not exercisable at the Effective Date ("Parent Company Warrants and Options"), by virtue of the Merger and without any further action on the part of any holder thereof, shall be assumed by the Surviving Corporation and shall be automatically converted, on the same terms, into a warrant or option to purchase the same number of shares of the Surviving Corporation Common Stock (to be registered shares to the extent the option or warrant holder is, by the terms of any such option plan, option or warrant in effect, entitled upon exercise of the option or warrant, to receive registered stock) at the same exercise price per share. The converted warrants and options shall be exercisable on the same terms and conditions as the existing Parent Company Warrants and Options without, however, giving effect to any mandatory or permissive exercise arising by virtue of the Merger of the Parent Company with the Surviving Corporation provided for herein.

4. Amendment of Plan.

This Plan of Merger may be amended by the mutual agreement of the Boards of Directors of Constituent Corporations at any time prior to its Effective Date, except that an amendment shall not change:

- (1) The amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Constituent Corporation;
- (2) Any term of the certificate of the Surviving Corporation to be effected by the Merger; or
- (3) Any of the terms and conditions of the Plan if the change would adversely affect the holders of any shares of the Constituent Corporation.

5. Directors and Officers of Surviving Corporation.

The directors of Surviving Corporation immediately before the Merger shall continue to be the directors of Surviving Corporation, and the officers of Surviving Corporation immediately before the Merger shall continue to be the officers of Surviving Corporation, in each case until their successors are duly elected or appointed and qualified. If on the Effective Date a vacancy shall exist in any directorship or office of Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Surviving Corporation.

6. Effective Date.

The Effective Date of the Merger shall be upon the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania and the Certificate of Merger with the Department of State of the State of Delaware.

7. State Filings.

The proper officers of Constituent Corporations shall make and execute whatever certificates and documents are required by the Commonwealth of Pennsylvania and the State of Delaware to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania and the State of Delaware, which may be necessary and proper to effect such Merger.

8. Effect of Merger.

On the Effective Date of the Merger:

8.1 The separate existence of Parent Company shall cease and Surviving Corporation shall continue to exist as Surviving Corporation.

8.2 The Surviving Corporation shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of Parent Company, all without further act or deed, and all as more fully set forth under the DGCL.

9. Further Assurances.

If at any time after the Effective Date, Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Surviving Corporation full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises of Parent Company, then the officers or directors of Surviving Corporation, or at their request the persons who were officers and directors of Parent Company immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as Surviving Corporation may so determine to be necessary or desirable.

10. Termination.

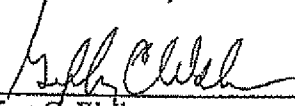
At any time prior to the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania and the Certificate of Merger with the Secretary of State of the State of Delaware, this Plan of Merger may be terminated by the Boards of Directors of the parties, notwithstanding the prior approval of this Plan by the Boards of Directors and shareholders of the parties.

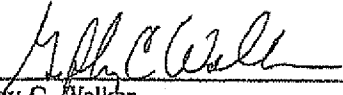
[SIGNATURE PAGE TO PLAN OF MERGER]

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger on the date first above written.

PETFOODDIRECT, INC.

PETFOODDIRECT.COM, INC.

By: 
Geoffrey C. Walker,
Chief Executive Officer

By: 
Geoffrey C. Walker,
Chief Executive Officer

DL-1090

Delaware

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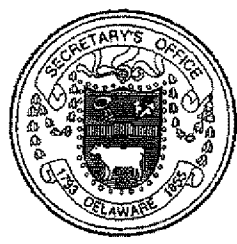
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PETFOODDIRECT.COM, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "PETFOODDIRECT, INC." UNDER THE NAME OF "PETFOODDIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2007, AT 9:55 O'CLOCK A.M.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5649331

DATE: 05-04-07

TRADEMARK
REEL: 003580 FRAME: 0354

CERTIFICATE OF MERGER

(Under Section 252 of the Delaware General Corporation Law)

PETFOODDIRECT.COM, INC., a Pennsylvania corporation to merge with and into
PETFOODDIRECT, INC., a Delaware Corporation

DO HEREBY CERTIFY:

FIRST: That the name of the surviving corporation is PetFoodDirect, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is PetFoodDirect.com, Inc., a Pennsylvania corporation.

SECOND: That the Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is PetFoodDirect, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: That PetFoodDirect.com, Inc. owns 100% of the outstanding shares of the capital stock of PetFoodDirect, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

SIXTH: That the merger is to become effective on May 4, 2007.

SEVENTH: That the Plan of Merger is on file at the principal place of business of PetFoodDirect, Inc., the address of which is 189 Main Street, Harleysville, PA 19438, Montgomery County.

EIGHTH: That a copy of the Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, PetFoodDirect, Inc. and PetFoodDirect.com, Inc. have caused their respective authorized officers to execute this Certificate of Merger this 4th day of May, 2007.

PETFOODDIRECT, INC.

By: 
Geoffrey Walker, President and CEO

PETFOODDIRECT.COM, INC.

By: 
Geoffrey Walker, Chief Executive Officer