

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/24/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pet360, Inc.		06/24/2010	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	PFD Acquisition Corp.
Street Address:	2250 Hickory Road
Internal Address:	Suite 400
City:	Plymouth Meeting
State/Country:	PENNSYLVANIA
Postal Code:	19462
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77518364	PETMD ESPAÑOL
Serial Number:	77932648	PET360
Serial Number:	77506598	PETMD.COM
Serial Number:	77485032	PETMD
Registration Number:	3635233	BREEDOPEDIA
Registration Number:	3557488	BECAUSE PETS CAN'T TALK

CORRESPONDENCE DATA

Fax Number: (215)495-6600
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-495-6533
 Email: dfiore@regerlaw.com
 Correspondent Name: Daniel L. Fiore
 Address Line 1: 2929 Arch Street

900171027

**TRADEMARK
 REEL: 004271 FRAME: 0632**

OP \$165.00 77518364

Address Line 2: Cira Centre, 13th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19104

NAME OF SUBMITTER:	Daniel L. Fiore
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Signature:	/Daniel L. Fiore/
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Date:	07/16/2010
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Total Attachments: 10
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

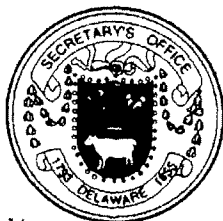
"PET360, INC.", A FLORIDA CORPORATION,
WITH AND INTO "PFD ACQUISITION CORP." UNDER THE NAME OF
"PET360, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 2010, AT 4:26 O'CLOCK
P.M.

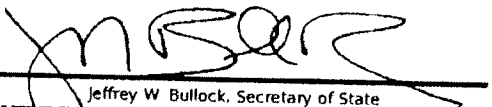
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

4835315 8100M

100688871

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8078488

DATE: 06-25-10

TRADEMARK
REEL: 004271 FRAME: 0634

CERTIFICATE OF MERGER

OF

PET360, INC.
(a Florida Corporation)

INTO

PFD ACQUISITION CORP.
(a Delaware Corporation)

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and states of incorporation of the corporations subject to this merger are as follows:

- (a) PFD Acquisition Corp., a Delaware corporation.
- (b) Pet360, Inc., a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of June 24, 2010 (the "Merger Agreement") 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: The name of the surviving corporation is PFD Acquisition Corp.

FOURTH: The authorized stock and par value of Pet360, Inc. is 50,000,000 shares common stock, \$.01 par value, and 10,000,000 shares preferred stock, \$.01 par value.

FIFTH: The merger is effective upon the filing of this Certificate.

SIXTH: The Agreement and Plan of Merger is on file at the offices of PFD Acquisition Corp., 2250 Hickory Road, Suite 400, Plymouth Meeting, PA 19462.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.


EIGHTH: The Certificate of Incorporation of PFD Acquisition Corp. shall be the certificate of incorporation of the surviving corporation, and Article I of such certificate of incorporation shall be amended to read in its entirety as follows:

"ARTICLE I

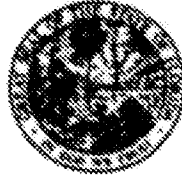
The name of the Corporation is Pet360, Inc."

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the surviving corporation to the merger by a duly authorized officer on the 24 day of June, 2010.

PFD ACQUISITION CORP.

By: 
Name: Brock Weatherup
Title: President

*Signature Page
Certificate of Merger - Delaware*



June 25, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PFD ACQUISITION CORP.

The Articles of Merger were filed on June 24, 2010, for PFD ACQUISITION CORP., the surviving Delaware entity not authorized to transact business in Florida.

This document was electronically received and filed under FAX audit number B10000148304.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Teresa Brown
Regulatory Specialist II
Division of Corporations

Letter Number: 510A00015670

P.O BOX 6327 - Tallahassee, Florida 32314

TRADEMARK
REEL: 004271 FRAME: 0638

ARTICLES OF MERGER
OF
PET360, INC.
(a Florida Profit Corporation)
INTO
PFD ACQUISITION CORP.
(a Delaware Profit Corporation)

Pursuant to the Florida Business Corporation Act, Section 607.11105, the undersigned corporations submit the following Articles of Merger:

FIRST: The name and states of incorporation of the corporations subject to this merger are as follows:

- (a) **Surviving Corporation:** PFD Acquisition Corp., a Delaware corporation.
- (b) **Merging Corporation:** Pet360, Inc., a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of June 22, 2010 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and is attached to these Articles.

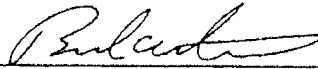
THIRD: The merger is effective upon the filing of these Articles.

FOURTH: The Plan of Merger was adopted by the surviving corporation's board of directors on June 24, 2010 and shareholder approval was not required.

FIFTH: The Plan of Merger was adopted by the merging corporation's shareholders on June 24, 2010.

IN WITNESS WHEREOF, these Articles of Merger has been signed on behalf of the surviving and merging corporations to the merger by a duly authorized officer on the 24 day of June, 2010.

PFD ACQUISITION CORP.

By: 

Name: Brock Weatherup

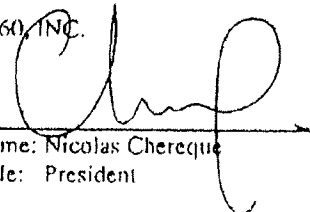
Title: President

*Signature Page – PFD Acquisition Corp.
Articles of Merger - Florida*

IN WITNESS WHEREOF, these Articles of Merger has been signed on behalf of the surviving and merging corporations to the merger by a duly authorized officer on the 24 day of June, 2010.

PET360, INC.

By:


Name: Nicolas Chereque

Title: President

*Signature Page - Pet360, Inc.
Articles of Merger - Florida*

PLAN OF MERGER
OF
PET360, INC.
(a Florida Profit Corporation)

INTO
PFD ACQUISITION CORP.
(a Delaware Profit Corporation)

SECTION 1.01. The Merger. At the Effective Time and upon the terms and subject to the conditions set forth in this Agreement and in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), PET360, INC., a Florida corporation (the "Company") shall be merged with and into PFD ACQUISITION CORP., a Delaware corporation ("PFD Merger Sub"). As a result of the Merger, the separate corporate existence of the Company shall cease and PFD Merger Sub shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 1.02. Effective Time; Closing. Immediately following execution of this Agreement, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware and articles of merger (the "Articles of Merger") with the Department of State of the State of Florida, each in such form as is required by, and executed in accordance with, the relevant provisions of the DGCL and the FBCA. The term "Effective Time" means later of: (i) the date and time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and (ii) the date and time of the filing of the Articles of Merger with the Department of State of the State of Florida (or such later time as may be agreed by each of the parties hereto and specified in the Certificate of Merger and Articles of Merger). Immediately prior to the filing of the Certificate of Merger and Articles of Merger, a closing (the "Closing") will be held at the offices of PFD (or such other place as the parties may agree). The date on which the Closing shall occur is referred to herein as the "Closing Date".

SECTION 1.03. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company and PFD Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Company and PFD Merger Sub shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

SECTION 1.04. Certificate of Incorporation; By-laws.

(a) At the Effective Time, the Certificate of Incorporation of PFD Merger Sub, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation except that Article First of the certificate of incorporation shall read as follows: "The name of the corporation is Pet360, Inc." and, as so amended, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation.

(b) At the Effective Time, the By-laws of PFD Merger Sub, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such By-laws.

SECTION 1.05. Directors and Officers. The directors of PFD Merger Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, and the officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.