

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/28/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	PETFLOW LLC		06/28/2011
			Entity Type LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	PETFLOW, INC.		
Street Address:	1140 Broadway		
Internal Address:	Suite 1502		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3914345	PETFLOW.COM
CORRESPONDENCE DATA			
Fax Number:	(973)597-2400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	973-597-2500		
Email:	lstrademark@lowenstein.com		
Correspondent Name:	Vanessa A. Ignacio, Esq.		
Address Line 1:	Lowenstein Sandler PC		
Address Line 2:	65 Livingston Avenue		
Address Line 4:	Roseland, NEW JERSEY 07068		
ATTORNEY DOCKET NUMBER:	24016.4		
NAME OF SUBMITTER:	Vanessa A. Ignacio, Esq.		

CH \$40.00 3914345

900196382

TRADEMARK
 REEL: 004576 FRAME: 0785

Signature:	/Vanessa A. Ignacio/
Date:	07/07/2011
Total Attachments: 4 source=PETFLOW.COM (DE CERTIFICATE OF MERGER)#page1.tif source=PETFLOW.COM (DE CERTIFICATE OF MERGER)#page2.tif source=PETFLOW.COM (DE CERTIFICATE OF MERGER)#page3.tif source=PETFLOW.COM (DE CERTIFICATE OF MERGER)#page4.tif	

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:

"PET FLOW, LLC", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "PETFLOW, INC." UNDER THE NAME OF "PETFLOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011, AT 1:07 O'CLOCK P.M.

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

5003317 8100M

110769841



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8868490

DATE: 06-28-11

TRADEMARK
REEL: 004576 FRAME: 0787

CERTIFICATE OF MERGER

OF

**PETFLOW, INC.,
a Delaware corporation
(Surviving Corporation)**

AND

**PET FLOW, LLC,
a New York limited liability company
(Merged Entity)**

(Pursuant to Section 264 of the Delaware General Corporation Law)

Dated: June 28, 2011

The undersigned entities, having adopted an Agreement and Plan of Merger (the "Plan") in accordance with Section 264 of the Delaware General Corporation Law (the "DGCL") and the applicable provision(s) of the New York Limited Liability Company Law ("NYLLCL"), pursuant to which Pet Flow, LLC, a New York limited liability company, shall be merged with and into PetFlow, Inc., a Delaware corporation, hereby certify as follows:

1. The name and state of domicile of each of the constituent entities to be merged are as follows:

(a) Surviving entity: PetFlow, Inc., a Delaware corporation (the "Surviving Corporation").

(b) Merged entity: Pet Flow, LLC, a New York limited liability company (the "Merged Entity").

2. The Agreement and Plan of Merger (the "Plan"), pursuant to which the merger will be effectuated, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL, and the applicable provision(s) of the NYLLCL.

3. The name of the surviving corporation is: PetFlow, Inc. (the "Surviving Corporation").

4. The Certificate of Incorporation of the Surviving Corporation in place prior to the date hereof shall be the Certificate of Incorporation of the Surviving Corporation after the merger and shall not be amended hereby.

5. The Plan is on file at the business address of the Surviving Corporation, which is 1140 Broadway, Suite 1502, New York, NY 10001.

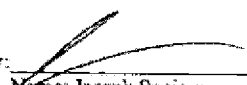
6. A copy of the Plan shall be furnished by the Surviving Corporation, on request and without cost, to any member of the Merged Entity or to any stockholder of the Surviving Corporation.

7. As a result of the merger, each one percent membership interest in the Merger Entity has been converted into 241,081.08 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Surviving Corporation, equaling 24,108,108 shares of Common Stock issued and outstanding.

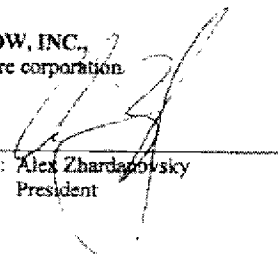
[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this certificate of merger to be executed on its behalf by its duly authorized officer or member, as the case may be, as of the date first written above.

PET FLOW, LLC,
a New York limited liability company

By: 
Name: Joseph Speiser
Title: Member

PETFLOW, INC.,
a Delaware corporation

By: 
Name: Alex Zhardapolsky
Title: President

SIGNATURE PAGE TO DELAWARE CERTIFICATE OF MERGER