

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM405141

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	10/26/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Petco Animal Supplies, Inc.		10/26/2006	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Petco Animal Supplies Stores, Inc.	10/26/2006	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Petco Animal Supplies Stores, Inc.		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	1941996	AQUATIC GARDENS	
Registration Number:	2004654	BONE BUDDIES	
Registration Number:	1884615	FINISHING TOUCH	
Registration Number:	2155254	HEALTHY SELECT	
Registration Number:	1994840	IPSD	
Registration Number:	1954958	PAW PALS	
Registration Number:	1979330	PET GOLD	
Registration Number:	2172931	PETCO P.A.L.S.	
Registration Number:	1883597	SMALL ANIMAL KINGDOM	
Registration Number:	1982944	TOY BUDDIES	
Registration Number:	2164433	VETCO	
CORRESPONDENCE DATA			
Fax Number:	8585094010		

CH \$290.00 1941996

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 858-509-4071
Email: sdipdocket@pillsburylaw.com
Correspondent Name: Michelle L. Mehok
Address Line 1: 12255 El Camino Real, Suite 300
Address Line 4: San Diego, CALIFORNIA 92130

NAME OF SUBMITTER:	Michelle L. Mehok
SIGNATURE:	/michelle mehok/
DATE SIGNED:	11/10/2016

Total Attachments: 22
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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "PETCO ANIMAL SUPPLIES STORES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2006, AT 4:35 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRD DAY OF AUGUST, A.D. 2007, AT 9:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF AUGUST, A.D. 2007.

CERTIFICATE OF OWNERSHIP, FILED THE THIRD DAY OF AUGUST, A.D. 2007, AT 9:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF AUGUST, A.D. 2007.

CERTIFICATE OF OWNERSHIP, FILED THE THIRD DAY OF AUGUST,



2259581 8100X

150350342

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2195087

DATE: 03-12-15

TRADEMARK
REEL: 005919 FRAME: 0013

Delaware

PAGE 2

The First State

A.D. 2007, AT 9:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF AUGUST, A.D. 2007.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2010, AT 5:07 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 3:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2013.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2013.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY



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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2195087

DATE: 03-12-15

TRADEMARK
REEL: 005919 FRAME: 0014

Delaware

PAGE 3

The First State

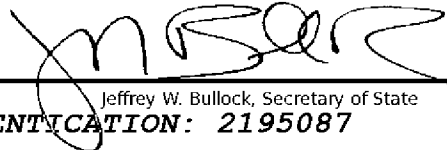
OF SEPTEMBER, A.D. 2013.



2259581 8100X

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2195087

DATE: 03-12-15

TRADEMARK
REEL: 005919 FRAME: 0015

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:35 PM 10/26/2006
FILED 04:35 PM 10/26/2006
SRV 060984281 - 2259581 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PETCO ANIMAL SUPPLIES, INC.,

a Delaware corporation

WITH AND INTO

PETCO ANIMAL SUPPLIES STORES, INC.,

a Delaware corporation

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware
(the "DGCL")

PETCO ANIMAL SUPPLIES, INC., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation is the sole stockholder of all of the outstanding shares of stock of PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "Subsidiary").
2. On October 26, 2006, Rover Holdings Corp., a Delaware corporation and sole stockholder of the Corporation, pursuant to Sections 228(a) and 253 of the DGCL, approved the Merger by written consent in lieu of a meeting.
3. Pursuant to Sections 251(e) and 253(c) of the DGCL, the certificate of incorporation of the Subsidiary is being amended as reflected in Exhibit A hereto.
4. On October 26, 2006, the Board of Directors of the Corporation (the "Board"), pursuant to Section 141(f) of the DGCL, adopted the following resolutions to merge the Corporation with and into the Subsidiary (the "Merger"):

NOW, THEREFORE, BE IT RESOLVED, that, upon the approval of the sole stockholder of the Corporation, the Merger of the Corporation with and into the Subsidiary, with the Subsidiary being the surviving entity and pursuant to which all of the estate, property, rights, privileges, powers and franchises of the Corporation be vested in and held and enjoyed by the Subsidiary as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation, pursuant to and in accordance with the Agreement and Plan of Merger, by and between the Corporation and the Subsidiary (the

“Merger Agreement”), be, and it hereby is, approved, confirmed and adopted in all respects by the Board on behalf of the Corporation and the Subsidiary;

FURTHER RESOLVED, that the form of the Merger Agreement attached hereto as Exhibit A be, and it hereby is, accepted, approved, authorized and adopted in all respects by the Board on behalf of the Corporation and the Subsidiary;

FURTHER RESOLVED, that the President, the Secretary, the Treasurer and any Vice President of the Corporation (each, an “Authorized Officer”) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation and the Subsidiary, to execute and deliver the Merger Agreement in the form attached hereto as Exhibit A or with such changes thereto that any such Authorized Officer shall determine to be necessary, advisable or appropriate in connection with the execution thereof, such determination to be conclusively evidenced by such execution;

FURTHER RESOLVED, that subject to the execution of the Merger Agreement and upon consummation of the Merger, the Subsidiary shall assume all of the obligations and duties of the Corporation;

FURTHER RESOLVED, that, subject to the execution of the Merger Agreement and upon consummation of the Merger, each issued and outstanding share of common stock of the Corporation shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation;

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

FURTHER RESOLVED, the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation and the Subsidiary, to execute and deliver for filing as soon as practicable on the closing date of the Merger, a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, in addition to the specific authorizations set forth in any of the foregoing resolutions, each of the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and the Subsidiary, (a) to take or cause to be taken any and all such further actions, (b) to execute and deliver, or cause to be executed and delivered, all such other documents, certificates, instruments, agreements and undertakings of any kind and nature whatsoever, in the name and on behalf of the Corporation and the Subsidiary or otherwise, as such officer or officers may

determine to be necessary, appropriate or advisable to effectuate or carry out the purposes and intent of the foregoing resolutions, (c) to make such filings, in the name and on behalf of the Corporation and the Subsidiary or otherwise, as such officer or officers may determine to be necessary, appropriate or advisable to effectuate or carry out the purposes and intent of the foregoing resolutions, (d) to incur and pay all such fees and expenses and (e) to engage in such acts as they shall in their judgment determine to be necessary, appropriate or advisable to carry out fully the intent and purposes of the foregoing resolutions; all such actions performed in such manner, and all such documents, certificates, instruments, agreements, undertakings and filings to be executed and delivered in such form, as the officer or officers performing or executing the same shall approve, such officer's or officers' determination or approval thereof to be conclusively evidenced by the performance of any such action or the execution and delivery of any such documents, certificates, instrument, agreements, undertakings or filings; and

FURTHER RESOLVED, that all acts and things previously done by any of the officers of the Corporation or the Subsidiary, on or prior to the date hereof, in the name and on behalf of the Corporation or the Subsidiary in connection with the Merger or the foregoing resolutions are in all respects ratified, approved, confirmed and adopted as the acts and deeds by and on behalf of the Corporation or the Subsidiary, as the case may be.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 26th day of October, 2006.

PETCO ANIMAL SUPPLIES, INC.

By: /s/ James M. Myers
Name: James M. Myers
Title: Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PETCO ANIMAL SUPPLIES STORES, INC.**

FIRST: The name of the Corporation is PETCO Animal Supplies Stores, Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, each having a par value of one tenth of one cent (\$.001).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**CERTIFICATE OF OWNERSHIP
MERCING
E-PET SERVICES
INTO
PETCO ANIMAL SUPPLIES STORES, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "Corporation"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of E-Pet Services, a California corporation ("E-Pet Services").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly adopted on August 3, 2007, determined to and did merge E-Pet Services with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "Corporation"), owns all of the outstanding stock of E-Pet Services, a California corporation ("E-Pet Services");

WHEREAS, the Board has considered the merger (the "E-Pet Services Merger") of E-Pet Services with and into the Corporation; and

WHEREAS, the Board has examined applicable provisions of the Term Loan Credit Agreement, dated as of October 26, 2006 (the "Credit Agreement"), among the Corporation, PETCO Animal Supplies, Inc. (formerly known as Rover Holdings Corp.), certain other loan parties thereto as specified herein, and Credit Suisse, as administrative agent and collateral agent (capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Credit Agreement); and

WHEREAS, the Board has reviewed the Affirmation of Loan Guaranty Obligations, the documents referenced therein, and such other documents and instruments as it deems necessary or appropriate, and has made such examinations or investigations as it deems necessary in connection with the execution, delivery and performance of the E-Pet Services Merger; and

WHEREAS, the Board deems it to be in the best interests of the Corporation to consummate the E-Pet Services Merger pursuant to the terms of Section 253 of the General Corporation Law of the State of Delaware, which provides for a "short form" merger.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby merges E-Pet Services with and into itself;

RESOLVED FURTHER, the Board hereby determines that (i) all conditions precedent and covenants provided for in the Credit Agreement have been complied with or satisfied in connection with the execution, delivery and performance of the E-Pet Services Merger, (ii) immediately after the E-Pet Services Merger, no default exists under the Credit Agreement and related Loan Documents, and (iii) the E-Pet Services Merger complies with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that the Corporation hereby assumes all of the rights, liabilities and obligations of E-Pet Services, including but not limited to those rights, liabilities and obligations of PM Management in connection with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that each officer of the Corporation be, and hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to make such filings with the Secretary of State of each of the States of Delaware and California as may be deemed necessary or appropriate by such officer to implement and render effective the E-Pet Services Merger, together with any non-substantive changes or modifications to such filings that may be made in the discretion of such officer as may be requested or required by the Secretary of State of each of the States of Delaware and California with respect to, or as a condition of, the filing of the same; and

RESOLVED FURTHER, that the Corporation is hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as the Corporation may determine necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on August 4, 2007.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of August 3, 2007.



Bruce C. Hall, President

**CERTIFICATE OF OWNERSHIP
MERGING
PET CONCEPTS INTERNATIONAL
INTO
PETCO ANIMAL SUPPLIES STORES, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "Corporation"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of
Pet Concepts International, a California corporation ("Pet Concepts").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly
adopted on August 3, 2007, determined to and did merge Pet Concepts with and into the
Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware
corporation (the "Corporation"), owns all of the outstanding stock of Pet
Concepts International, a California corporation ("Pet Concepts");

WHEREAS, the Board has considered the merger (the "Pet Concepts
Merger") of Pet Concepts with and into the Corporation; and

WHEREAS, the Board has examined applicable provisions of the Term
Loan Credit Agreement, dated as of October 26, 2006 (the "Credit Agreement"),
among the Corporation, PETCO Animal Supplies, Inc. (formerly known as Rover
Holdings Corp.), certain other loan parties thereto as specified herein, and Credit
Suisse, as administrative agent and collateral agent (capitalized terms used herein
and not otherwise defined shall have the meanings given to them in the Credit
Agreement); and

WHEREAS, the Board has reviewed the Affirmation of Loan Guaranty
Obligations, the documents referenced therein, and such other documents and
instruments as it deems necessary or appropriate, and has made such examinations
or investigations as it deems necessary in connection with the execution, delivery
and performance of the Pet Concepts Merger; and

WHEREAS, the Board deems it to be in the best interests of the
Corporation to consummate the Pet Concepts Merger pursuant to the terms of
Section 253 of the General Corporation Law of the State of Delaware, which
provides for a "short form" merger.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby
merges Pet Concepts with and into itself.

RESOLVED FURTHER, the Board hereby determines that (i) all conditions precedent and covenants provided for in the Credit Agreement have been complied with or satisfied in connection with the execution, delivery and performance of the Pet Concepts Merger, (ii) immediately after the Pet Concepts Merger, no default exists under the Credit Agreement and related Loan Documents, and (iii) the Pet Concepts Merger complies with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that the Corporation hereby assumes all of the rights, liabilities and obligations of Pet Concepts, including but not limited to those rights, liabilities and obligations of Pet Concepts in connection with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that each officer of the Corporation be, and hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to make such filings with the Secretary of State of each of the States of Delaware and California as may be deemed necessary or appropriate by such officer to implement and render effective the Pet Concepts Merger, together with any non-substantive changes or modifications to such filings that may be made in the discretion of such officer as may be requested or required by the Secretary of State of each of the States of Delaware and California with respect to, or as a condition of, the filing of the same; and

RESOLVED FURTHER, that the Corporation is hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as the Corporation may determine necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on August 4, 2007.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of August 3, 2007.



Bruce C. Hall, President

**CERTIFICATE OF OWNERSHIP
MERGING
PM MANAGEMENT INCORPORATED
INTO
PETCO ANIMAL SUPPLIES STORES, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of PM Management Incorporated, a California corporation ("**PM Management**").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly adopted on August 3, 2007, determined to and did merge PM Management with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**"), owns all of the outstanding stock of PM Management Incorporated, a California corporation ("**PM Management**");

WHEREAS, the Board has considered the merger (the "**PM Management Merger**") of PM Management with and into the Corporation; and

WHEREAS, the Board has examined applicable provisions of the Term Loan Credit Agreement, dated as of October 26, 2006 (the "**Credit Agreement**"), among the Corporation, PETCO Animal Supplies, Inc. (formerly known as Rover Holdings Corp.), certain other loan parties thereto as specified herein, and Credit Suisse, as administrative agent and collateral agent (capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Credit Agreement); and

WHEREAS, the Board has reviewed the Affirmation of Loan Guaranty Obligations, the documents referenced therein, and such other documents and instruments as it deems necessary or appropriate, and has made such examinations or investigations as it deems necessary in connection with the execution, delivery and performance of the PM Management Merger; and

WHEREAS, the Board deems it to be in the best interests of the Corporation to consummate the PM Management Merger pursuant to the terms of Section 253 of the General Corporation Law of the State of Delaware, which provides for a "short form" merger.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby merges PM Management with and into itself;

RESOLVED FURTHER, the Board hereby determines that (i) all conditions precedent and covenants provided for in the Credit Agreement have been complied with or satisfied in connection with the execution, delivery and performance of the PM Management Merger, (ii) immediately after the PM Management Merger, no default exists under the Credit Agreement and related Loan Documents, and (iii) the PM Management Merger complies with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that the Corporation hereby assumes all of the rights, liabilities and obligations of PM Management, including but not limited to those rights, liabilities and obligations of PM Management in connection with the Credit Agreement and related Loan Documents;

RESOLVED FURTHER, that each officer of the Corporation be, and hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to make such filings with the Secretary of State of each of the States of Delaware and California as may be deemed necessary or appropriate by such officer to implement and render effective the PM Management Merger, together with any non-substantive changes or modifications to such filings that may be made in the discretion of such officer as may be requested or required by the Secretary of State of each of the States of Delaware and California with respect to, or as a condition of, the filing of the same; and

RESOLVED FURTHER, that the Corporation is hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as the Corporation may determine necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on August 4, 2007.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of August 3, 2007.



Bruce C. Hall, President

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

OF

PETCO ANIMAL SUPPLIES STORES, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:


PETCO ANIMAL SUPPLIES STORES, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on August 19, 2010


Name: Darrah J. Davis
Title: Vice President, Corporate Secretary
and General Counsel

CERTIFICATE OF OWNERSHIP

MERGING

COMPLETE PETMART, INC.

INTO

PETCO ANIMAL SUPPLIES STORES, INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of Complete Petmart, Inc., an Ohio corporation ("**CPM**").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly adopted on September 25, 2013, determined to and did merge CPM with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**") owns all of the outstanding stock of Complete Petmart, Inc., an Ohio corporation ("**CPM**"); and

WHEREAS, the Board has considered the recommendation of management to merge CPM with and into the Corporation (the "**CPM Subsidiary Merger**"), and deems it to be in the best interests of the Corporation and desires to consummate the CPM Subsidiary Merger pursuant to Section 253 of the General Corporation Law of the State of Delaware, which provides for "short form" mergers.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the CPM Subsidiary Merger and, in connection therewith, the assumption by the Corporation of all of the assets and obligations of CPM.

RESOLVED FURTHER, that the Board hereby approves the Agreement and Plan of Merger by and between the Corporation and CPM dated as of September 25, 2013 and authorizes the execution and delivery of same.

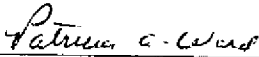
RESOLVED FURTHER, that each officer of the Corporation be, and hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to make such filings as applicable with the Secretary of State of each of the States of Delaware and Ohio as may be deemed necessary or appropriate by such officer to implement and render effective the CPM Subsidiary Merger, to be

effective on such date or dates as such officer filing the same deems desirable, together with any non-substantive changes or modifications to such filings that may be made in the discretion of such officer as may be requested or required by the applicable Secretary of State of each of the States of Delaware and Ohio with respect to, or as a condition of, the filing of the same.

RESOLVED, that the officers of the Corporation are hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as determined necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on September 29, 2013.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of September 27, 2013.



Patricia A. Ward, President

CERTIFICATE OF OWNERSHIP

MERGING

PETPEOPLE, INC.

INTO

PETCO ANIMAL SUPPLIES STORES, INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of
PetPeople, Inc., a California corporation ("**PetPeople**").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly
adopted on September 25, 2013, determined to and did merge PetPeople with and into the
Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware
corporation (the "**Corporation**") owns all of the outstanding stock of PetPeople,
Inc., a California corporation ("**PetPeople**"); and

WHEREAS, the Board has considered the recommendation of
management to merge PetPeople with and into the Corporation (the "**PetPeople
Subsidiary Merger**"), and deems it to be in the best interests of the Corporation
and desires to consummate the PetPeople Subsidiary Merger pursuant to Section
253 of the General Corporation Law of the State of Delaware, which provides for
"short form" mergers.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby
approves the PetPeople Subsidiary Merger and, in connection therewith, the
assumption by the Corporation of all of the assets and obligations of PetPeople.

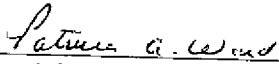
RESOLVED FURTHER, that each officer of the Corporation be, and
hereby is, authorized, empowered and directed, for and on behalf of the
Corporation, to make such filings as applicable with the Secretary of State of each
of the States of Delaware and California as may be deemed necessary or
appropriate by such officer to implement and render effective the PetPeople
Subsidiary Merger, to be effective on such date or dates as such officer filing the
same deems desirable, together with any non-substantive changes or
modifications to such filings that may be made in the discretion of such officer as
may be requested or required by the applicable Secretary of State of each of the

States of Delaware and California with respect to, or as a condition of, the filing of the same.

RESOLVED, that the officers of the Corporation are hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as determined necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on September 29, 2013.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of September 27, 2013.



Patricia A. Ward, President

CERTIFICATE OF OWNERSHIP

MERGING

PETCO PET INSURANCE CENTER, INC.

INTO

PETCO ANIMAL SUPPLIES STORES, INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

PETCO Animal Supplies Stores, Inc., a Delaware corporation (the "**Corporation**"),
DOES HEREBY CERTIFY THAT:

FIRST: The Corporation owns all of the outstanding shares of each class of the stock of
PETCO Pet Insurance Center, Inc., a Delaware corporation ("**PPIC**").

SECOND: The Board of Directors of the Corporation, by the following resolutions duly
adopted on September 25, 2013, determined to and did merge PPIC with and into the
Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, PETCO Animal Supplies Stores, Inc., a Delaware
corporation (the "**Corporation**") owns all of the outstanding stock of PETCO Pet
Insurance Center Inc., a Delaware corporation ("**PPIC**"); and

WHEREAS, the Board has considered the recommendation of
management to merge PPIC with and into the Corporation (the "**PPIC
Subsidiary Merger**"), and deems it to be in the best interests of the Corporation
and desires to consummate the PPIC Subsidiary Merger pursuant to Section 253
of the General Corporation Law of the State of Delaware, which provides for
"short form" mergers.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby
approves the PPIC Subsidiary Merger and, in connection therewith, the
assumption by the Corporation of all of the assets and obligations of PPIC.

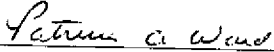
RESOLVED FURTHER, that each officer of the Corporation be, and
hereby is, authorized, empowered and directed, for and on behalf of the
Corporation, to make such filings as applicable with the Secretary of State of the
State of Delaware as may be deemed necessary or appropriate by such officer to
implement and render effective the PPIC Subsidiary Merger, to be effective on
such date or dates as such officer filing the same deems desirable, together with
any non-substantive changes or modifications to such filings that may be made in
the discretion of such officer as may be requested or required by the applicable

Secretary of State of the State of Delaware with respect to, or as a condition of, the filing of the same.

RESOLVED, that the officers of the Corporation are hereby authorized, empowered, and directed to take or cause to be taken any and all actions, including, but not limited to, the execution, acknowledgement, filing, amendment, and delivery of any and all papers, agreements, documents, instruments and certificates, the payment of such sums as determined necessary or advisable to carry out and to perform the actions contemplated under the foregoing resolutions and to consummate the transactions contemplated therein and otherwise carry out the purposes and intent of the foregoing resolutions; and the performance of any such acts and the execution, acknowledgement, filing and delivery of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority thereof.

THIRD: This merger shall become effective on September 29, 2013.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be executed by an authorized officer of the Corporation as of September 27, 2013.



Patricia A. Ward, President