

State of Idaho

Department of State

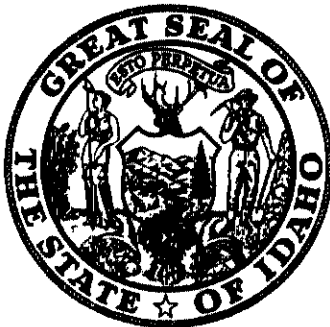
CERTIFICATE OF INCORPORATION OF

BOB'S TROPICAL FISH AND PET SHOP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 20, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

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ARTICLES OF INCORPORATION
OF
BOB'S TROPICAL FISH AND PET SHOP, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

BOB'S TROPICAL FISH AND PET SHOP, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including without limitation:

1. Conducting a retail and wholesale pet and pet supply business.

ARTICLE IV - CAPITALIZATION

The capital stock of this corporation shall consist of ONE HUNDRED THOUSAND (100,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share, and an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00). Each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

The capital stock shall be transferred in accordance with such rules and regulations as may be established by the bylaws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

ARTICLE V - REGISTERED OFFICE

The initial registered office of this corporation shall be located at 1035 21st Street, Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Robert G. Carpenter.

ARTICLE VI

INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The below named individuals are the incorporators and shall constitute the initial board of directors who shall serve as directors until the first meeting of shareholders or until their successors are duly elected and qualified.

Robert G. Carpenter
1035 21st Street
Lewiston, ID 83501

Ruth M. Carpenter
1035 21st Street
Lewiston, ID 83501


ARTICLE VII - LIMITED LIABILITY

The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For those acts more particularly set forth in Idaho Code Section 30-1-48; and
4. For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed this 17th day of July, 1992.



Robert G. Carpenter


Ruth M. Carpenter

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 17th day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT G. CARPENTER and RUTH M. CARPENTER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.


Notary Public in and for said
State, residing at Lewiston
therein.
My commission expires: 4/6/97