

State of Idaho

Department of State

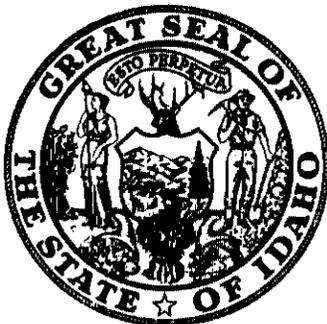
CERTIFICATE OF INCORPORATION OF

PET WORLD, 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: November 12, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

PET WORLD, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizen of the United State of America, over that age of 21 years, has this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be Pet World, Inc.

II.

That the purposes for which this corporation is formed are to engage in the business of a pet shop, animal care, grooming, and engaging in all business activity related directly or indirectly to such enterprise. The corporation shall have the authority and power to sell or purchase its own stock, or to sell and purchase the corporate stock of any corporation; to take, own and hold mortgages or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, State, Federal or Foreign Governments, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so

far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is 21 West Center, Suite #1, Soda Springs, Idaho 83276.

V.

The registered agent of the Corporation shall be Ronda Lynn Zander and the registered office shall be 21 West Center, Suite #1, Soda Springs, Idaho 83276.

VI.

That the number of Directors of said corporation shall be not less than one, nor more than three. The initial members of the Board of Directors shall be:

- 1) Ronda Lynn Zander
171 East 1st North
Soda Springs, ID 83276
- 2) Ruth Edna Hackett
505 Cody Drive
Grand Junction, Colorado 81503

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of Director's duty of loyalty to the corporation or its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code § 30-1-48.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, Secretary and Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

VIII.

That the amount of the total authorized capital stock is \$5,000.00; of said stock the entire authorization shall be common stock of the par value of \$1.00 per share. (5,000 shares) No preemptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is 2,000 shares of common stock. the following is the name of the subscriber, his address and the number, in par value of shares subscribed for, by him:

Ronda Lynn Zander
171 East 1st North
Soda Springs, Idaho 83276 1,000 shares

Ruth Edna Hackett
505 Cody Drive
Grand Junction, Colorado 81503 1,000 shares

9th IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of November, 1993.

Ronda Lynn Zander
RONDA LYNN ZANDER
171 East 1st North
Soda Springs, ID 83276

STATE OF IDAHO)
County of Caribou) :ss

On this 9th day of November, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RONDA LYNN ZANDER, known by or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

(SEAL)

Don A. Handberg
NOTARY PUBLIC FOR IDAHO
Residing at Soda Springs
Commissions expires July 13, 1997

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