

ARTICLES OF INCORPORATION
OF

PetZ, Inc.

IDAHO SECRETARY OF STATE
09/29/2003 05:00
CK: 4974 CT: 31955 DM: 703871
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DAVID TESTER, being over the age of 18 years and a citizen of the United States of America, hereby makes and files these Articles of Incorporation with the purposes of establishing a corporation for the transaction of the business and the promotion and conduct of the objects and purposes herein stated under the laws of the State of Idaho and hereby certifies as follows:

ARTICLE I

The name of this corporation (hereinafter referred to as "the corporation") is PetZ, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and generally to carry on any business and have all powers conferred by the State of Idaho upon a corporation formed under its laws.

ARTICLE IV

The corporation shall have the authority to issue 40,000 shares of common stock with ONE DOLLAR (\$1) par value, which shall qualify as §1244 stock, Internal Revenue Code. All of said stock shall be voting common stock of one single class having equal rights, powers and preferences.

ARTICLE V

The incorporator of the corporation is David Tester, E. 2284 Springrock Lane, Hayden, Idaho 83835.

ARTICLE VI

The initial registered office of the corporation shall be 212 S. 11th Street, Suite 1, Coeur d'Alene, Idaho 83814, and the initial registered agent at said address is Jeffrey A. Child.

ARTICLE VII

The number of directors constituting the initial board of directors shall be FIVE (5). The names and addresses of the initial

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CLERK OF STATE
IDAHO

directors who will serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are Dale E. Wetsig, 5964 Golddust Court S.W., Tumwater, Washington 98512; Katherine A. Wetsig, 5964 Golddust Court S.W., Tumwater, Washington 98512; David Tester, E. 2284 Springrock Lane, Hayden, Idaho 83835; Rebecca Tester, E. 2284 Springrock Lane, Hayden, Idaho 83835; and Cheryl Marcheso, 7806 E. High View Drive, Coeur d'Alene, Idaho 83814.

ARTICLE VIII

The officers of the corporation shall be a president, a treasurer and a secretary. All of said officers shall be elected by the board of directors and shall hold office and have the powers as respectively specified in the corporate bylaws.

ARTICLE IX

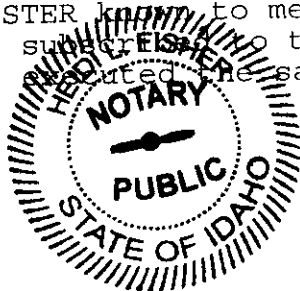
Subject to the power of the shareholders to amend or repeal the bylaws, the board of directors shall have the authority to amend the bylaws, define the powers and duties of the corporate officers and provide for such other matters as they deem essential or convenient to the conduct of the corporation's affairs, insofar as said authority is consistent with the laws of the State of Idaho and these Articles of Incorporation.

IN WITNESS WHEREOF the undersigned incorporator has executed this instrument, dated this 25 day of September, 2003.

David F. Tester
David Tester

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 25 day of September, 2003, before me, the undersigned Notary Public for the State of Idaho, personally appeared DAVID TESTER, known to me or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



Rebecca L. Fisher
Notary Public for Idaho

My Commission Expires: May 31, 2007
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