

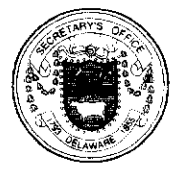
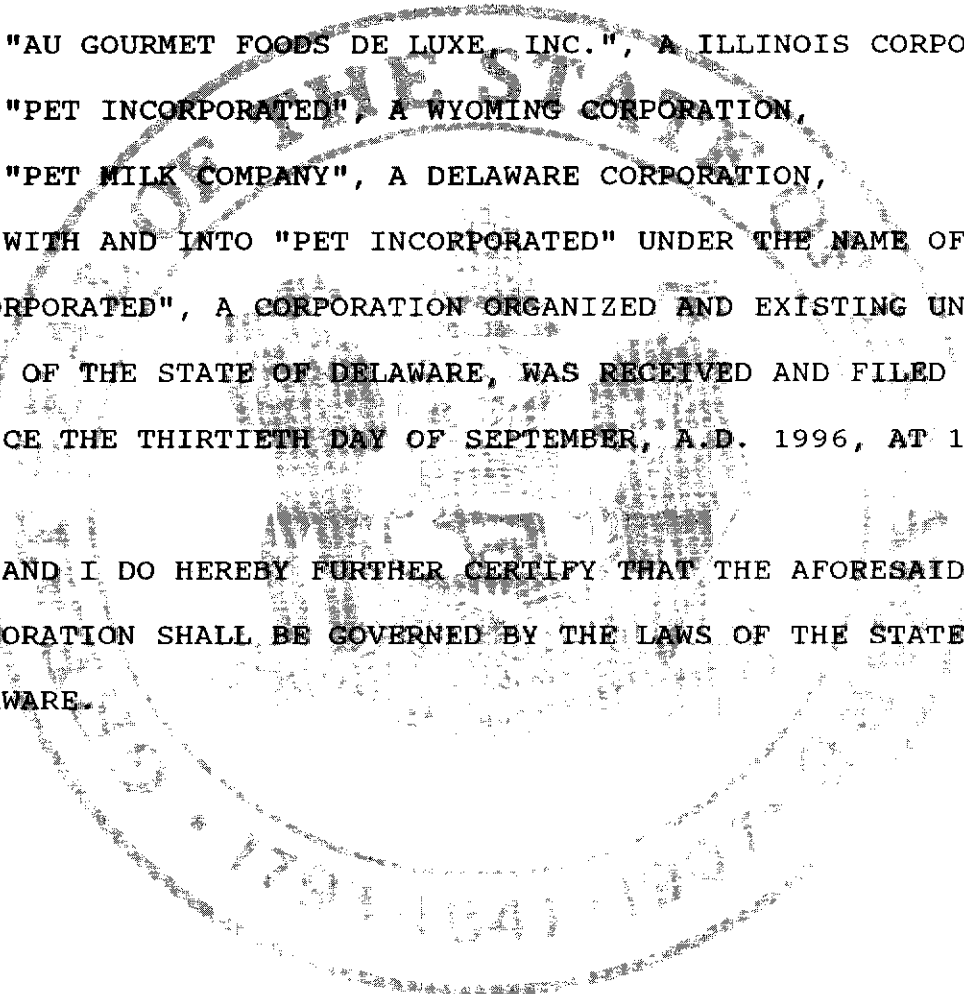
31362

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AU GOURMET FOODS DE LUXE, INC.", A ILLINOIS CORPORATION,
"PET INCORPORATED", A WYOMING CORPORATION,
"PET MILK COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "PET INCORPORATED" UNDER THE NAME OF "PET INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



IDAHO SECRETARY OF STATE
DATE 03/24/1997
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CK #: 13001109 CUST# 22105
FROM MERGE 10 20.00= 20.00
Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:
DATE: 8360575
03-06-97