

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

HILL'S PET NUTRITION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HILL'S PET NUTRITION, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to HILL'S PET NUTRITION, INC. to transact business in this State under the name HILL'S PET NUTRITION, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Hill's Pet Nutrition, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware.

4. The date of its incorporation is May 12, 1969 and the period of its duration is perpetual.

5. The address of its principal office in the state or country under the laws of which it is incorporated is XXXXXc/o Corporation Trust Co, 1209 Orange, Wilmington DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.
400 SW 8th Street P.O. Box 148 Topeka, KS 66603

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Distribution of veterinary products

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attachment A</u>		

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Name	Office	Address
See Attachment A		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 22, 1992

Hill's Pet Nutrition, Inc.

(Corporation Name)

By

William S. Cole

Its President/Vice President (please specify)

and

Nina D. Gillman

Its Secretary/Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, Anne M. Jennings, a notary public, do hereby certify that on

this 22nd day of December, 19 92, personally appeared before

me Nina D. Gillman, who being by me first duly sworn, declared that (s)he

is the Assistant Secretary of Hill's Pet Nutrition, Inc.

that (s)he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.

ANNE M. JENNINGS
Notary Public, State of New York
No. 31-6004519
Qualified in New York County
Certificate filed in New York County
Commission Expires Nov. 16, 1994

Anne M. Jennings
Notary Public

Attachment A

Business Addresses of the Officers and Director of Hill's Pet Nutrition, Inc. (a Delaware corporation)

Directors

Robert M. Agate
Colgate-Palmolive Company
300 Park Avenue
New York, New York 10022
SS#: 044-70-7911

William G. Cooling
Colgate-Palmolive Company
300 Park Avenue
New York, New York 10022
SS# 044-56-7372:

Andrew D. Hendry
Colgate-Palmolive Company
300 Park Avenue
New York, New York 10022
SS#: 075-36-2040

Officers

Robert Wheeler-President
Hill's Pet Products
400 S.W. 8th, 7th Floor
Topeka, KS 66603
SS#: 479-44-0029

Richard Hawkins-Vice President
Hill's Pet Products
400 S.W. 8th Street, 7th Floor
Topeka, KS 66603
SS#: 355-36-5694

William G. Cooling-Vice President
(see address above)

Gregg Masenthin-Vice President/Treasurer
Hill's Pet Nutrition, Inc.
400 S.W. 8th Street, 7th Floor
Topeka, KS 66603
SS#: 511-48-7750

Warren Schmidgall-Vice President
Hill's Pet Nutrition, Inc.
400 S.W. 8th, 7th Floor
Topeka, KS 66603
SS#: 337-46-4689

Andrew D. Hendry-
(see address above)

Virgil Weiss-Vice President
Hill's Pet Nutrition, Inc.
400 S.W. 8th, 7th Floor
Topeka, KS 66603
SS#: 455-62-6221

Nina D. Gillman-Assistant Secretary
Colgate-Palmolive Company
300 Park Avenue
New York, New York 10022
SS#: 083-40-7926

George Behling-Vice President
Hill's Pet Nutrition, Inc.
400 S.W. 8th, 7th Floor
Topeka, KS 66603
SS#: 578-52-7737

Ken Morse-Assistant Secretary
Hill's Pet Nutrition, Inc.
400 S.W. 8th Street
Topeka, KS 66603
SS#: 510-56-8348

State of Delaware
Office of the Secretary of State

JAN 11 4 13 PM '93
SECRETARY OF THE STATE

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY HILL'S PET NUTRITION, INC.
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS
THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

* * * * *



Daniel R. Griffith

ACTING SECRETARY OF STATE

AUTHENTICATION: *3734267

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DATE: 01/06/1993