

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PETS PLUS, 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: April 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
of
PETS PLUS, INC.

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SEC OF STATE
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The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

Pets Plus, Inc.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of the retail sale of pets, pet supplies and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 1,000 shares, all of one class, for a par value of \$1.00 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Walter S. Kolditz
P. O. Box 36 - 6 West First South
Sugar City, Idaho 83448

6. Directors.

The initial Board of Directors shall consist of two directors whose names and addresses are as follows:

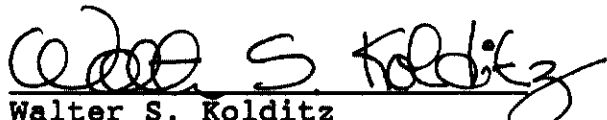
<u>Name</u>	<u>Address</u>
Walter S. Kolditz	P. O. Box 36 Sugar City, ID 83448
Rosalind C. Kolditz	P. O. Box 36 Sugar City, ID 83448


7. Incorporators.

The names and addresses of the incorporators:

<u>Name</u>	<u>Address</u>
Walter S. Kolditz	P. O. Box 36 Sugar City, ID 83448
Rosalind C. Kolditz	P. O. Box 36 Sugar City, ID 83448

DATED: April 6, 1993

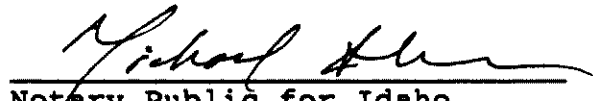

Walter S. Kolditz


Rosalind C. Kolditz

STATE OF IDAHO,)
 ss.
County of Madison)

On this 6th of April, 1993, before me, the undersigned a notary Public in and for said State, personally appeared Walter S. Kolditz and Rosalind C. Kolditz, 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 the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires 6-8-93