



CERTIFICATE OF INCORPORATION
OF

PETCO ENTERPRISES, INC.

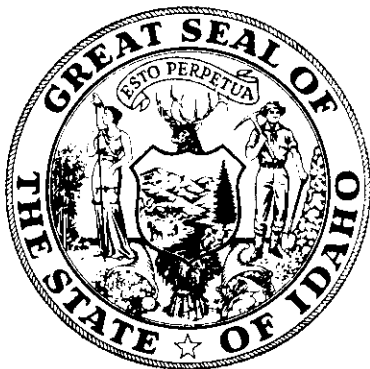
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PETCO ENTERPRISES, INC.

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: October 14, 1981



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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SECRETARY OF
ARTICLES OF INCORPORATION
STATE

FOR

PETCO ENTERPRISES, INC.

The undersigned, acting as incorporators of a corporation under Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the Corporation shall be PETCO ENTERPRISES, INC.

II

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise act or vocation that a natural person might or could do or perform.

B. To install, sell, furnish, purchase, manufacture, distribute, trade, repair, and generally deal in any and all kinds of goods, merchandise and service, new or used, either wholesale or retail, to enter into franchise agreements with franchises, dealership agreements with dealers and distributorship agreements with manufactures; to procure, acquire, buy sell, distribute and franchise, at wholesale and retail, in all types of produce wares, supplies, commodities and merchandise of every kind and nature which may appear to be useful or of an advantage to the Corporation.

C. To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands acquired by the corporation, or in which the corporation is interested.

D. To make bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs and the certification and transfer of its stock. The internal affairs of the corporation are to be in compliance with the laws of the State of Idaho.

E. To do all the things necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, 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 these incorporators, including such powers and authority authorized or provided for by Section 30-114, Idaho Code, and any present and/or future amendments thereto, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION OF the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

(a) To borrow or loan money with or without security therefore; to issue promissory notes, bonds, debentures, mortgages, stock, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To sue and be sued, appear, and complain, and defend in any Court of Law and Equity, or before any Board, Commission, or Tribunal.

(d) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(e) To apply for, obtain, purchase, or otherwise to acquire, any patents, copyrights, licenses, trademarks, trade-names, rights, processes or formulas, and the like, which may seem capable of being used for any purpose of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(f) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, subleases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have pre-emptive rights.

III

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

IV

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be in Idaho Falls, Bonneville County, Idaho and the mailing address is: 434 "D" Street, Idaho Falls, Idaho 83401. The resident agent of the corporation shall be Ray G. Peterson whose address is 400 "I" Street, Idaho Falls, Idaho 83401.

V

The total authorized capital of this Corporation shall be \$20,000.00 divided into 2,000 shares of common stock with a par

value of \$10.00 per share. Each share of stock shall be entitled to one vote.

No preemptive rights are to be denied any shareholder.

VI

The names and post office addresses of the incorporators and the initial Board of Directors and the number of shares subscribed by each are as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT
Ray G. Peterson	400 "I" Street Idaho Falls, Idaho 83401	1	\$10.00
Shannon R. Peterson	400 "I" Street Idaho Falls, Idaho 83401	1	\$10.00
Joseph E. Peterson	400 "I" Street Idaho Falls, Idaho 83401	1	\$10.00

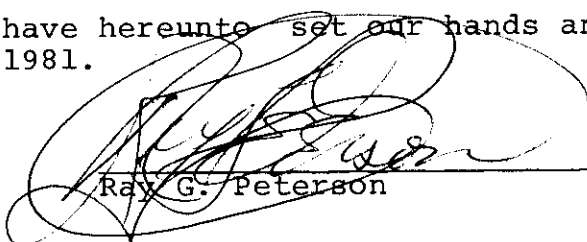
VII

That the management of this corporation shall be vested in a Board of not less than three (3) not more than seven (7) directors as may be fixed by the bylaws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in said Idaho Falls, Idaho, unless at a different place designated by the Board of Directors, at a time in each year, to be designated by the bylaws, and until such election.

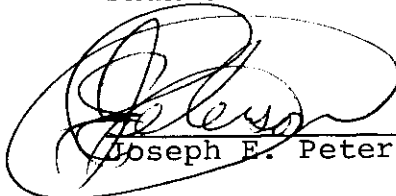
VIII

The power to adopt, repeal or amend bylaws, is hereby conferred upon the directors as well as the stockholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority hereof as may be fixed by the bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of October, 1981.


Ray G. Peterson

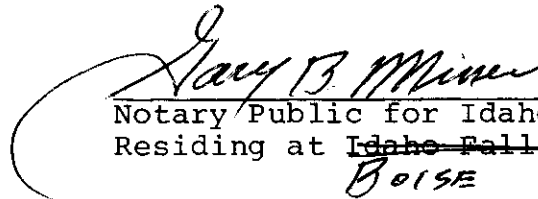

Shannon R. Peterson


Joseph E. Peterson

STATE OF IDAHO)
) §
County of Bonneville)

On this 10th day of October, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared, RAY G. PETERSON, SHANNON R. PETERSON, and JOSEPH E. PETERSON, 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 official seal the day and year in this certificate first written above.


Notary Public for Idaho
Residing at ~~Idaho Falls~~, Idaho
BOISE