

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000003697 (0)

1. Corporation Name
PETSTUFF, YOUR PETS' SUPERSTORE INC.

Principal Place of Business

10000 N. 31ST AVENUE
SUITE C-100
PHOENIX AZ 85051
US

Mailing Address

10000 N. 31ST AVENUE
SUITE C-100
PHOENIX AZ 85051
US

FILED
Sep 02 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21 19601 N. 27TH AVENUE	26 19601 N. 27TH AVENUE	3. Date Incorporated or Qualified 08/12/1993	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	3a. Date of Last Report 06/14/1996	
22	27	4. FEI Number 36-3806170	
City & State	City & State	Applied For Not Applicable	
23 PHOENIX, AZ	28 PHOENIX, AZ	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 85027	29 85027	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
Country	Country	30	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARKER, SAMUEL J	1.2 NAME	
STREET ADDRESS	10000 N 31ST AVE., STE C-100	1.3 STREET ADDRESS	19601 N. 27TH AVE.
CITY-ST-ZIP	PHOENIX AZ	1.4 CITY-ST-ZIP	PHOENIX, AZ 85027
TITLE	PCO	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HANSEN, MARK S	2.2 NAME	
STREET ADDRESS	10000 N 31ST AVE., STE C-100	2.3 STREET ADDRESS	19601 N. 27TH AVE
CITY-ST-ZIP	PHOENIX AZ	2.4 CITY-ST-ZIP	PHOENIX, AZ 85027
TITLE	CFOS	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DORSEY, C DONALD	3.2 NAME	
STREET ADDRESS	10000 N 31ST AVE., STE C-100	3.3 STREET ADDRESS	19601 N. 27TH AVE.
CITY-ST-ZIP	PHOENIX AZ	3.4 CITY-ST-ZIP	PHOENIX, AZ 85027
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

[Signature]

2/1/97

CR2E034 (4/97)