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CSC networks
PROTECT HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 947916 160867A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 947916

CUSTOMER NO: 160867A

100001815511

CUSTOMER: Mr. Marsha Lacy
PetSmart, Inc.
10,000 N. 31st Avenue
Suite C100
Phoenix, AZ 85051

FOREIGN FILINGS

NAME: PETSMART CHARITIES, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -9 PM12:49

RECEIVED
96 MAY -9 PM12:14
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. PETSMART CHARITIES, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Arizona
(State or country under the law of which
it is incorporated)

3. 93 - 1140967
(FEI number, if applicable)

4. 3-15-94
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or
"perpetual")

6. Upon Certification
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 10000 N. 31ST Ave C100

Phoenix, AZ 85051
(Current mailing address)

8. Solicitation of charitable donations for scientific, educational and charitable purposes and for the prevention of cruelty to animals, including donating funds to local animal shelters.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice Hall Corporation System
(Name)

1201 Hays Street
(Office address)

Tallahassee, Florida, 32301
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Patricia Pizzuto

(Registered agent's signature)
Patricia Pizzuto, as assistant secretary

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Samuel J. Parker

Address: 10000 N 31st Ave Suite C100
Phoenix, AZ 85051

Vice Chairman: _____

Address: _____

Director: Mark S. Hansen

Address: 10000 N. 31st Ave Suite C100
Phoenix, AZ 85051

Director: C. Donald Dorsey

Address: 10000 N. 31st Ave Suite C100
Phoenix, AZ 85051

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mark S. Hansen

Address: 10000 N. 31st Ave Suite C100
Phoenix, AZ 85051

Vice President: _____

Address: _____

Secretary: C. Donald Dorsey

Address: 10000 N. 31st Ave C100 Phoenix, AZ 85051

Treasurer: C. Donald Dorsey

Address: 10000 N. 31st Ave C100 Phoenix, AZ 85051

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. Donald Dorsey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

C. Donald Dorsey Treasurer/Secretary
(Typed or printed name and capacity of person signing application)

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State of Arizona



OFFICE OF THE CORPORATION COMMISSION

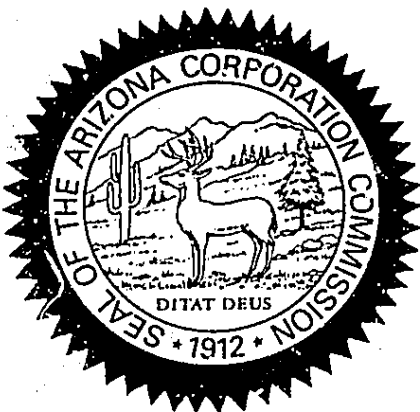
To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY
CERTIFY that

PETSMART CHARITIES, INC.

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on
March 15, 1994

I FURTHER CERTIFY that this corporation has filed all affidavits and annual reports and paid all annual filing fees required to date and, therefore, is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capital, this

25th day of April

19 96, A.D.

James Matthews
Executive Secretary

By *James Matthews*

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