

J09734

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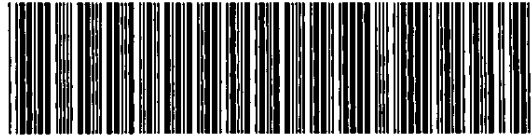
(Business Entity Name)

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Merger

1-8-13

Dc



•1100 International Parkway • Sunrise, FL 33323 • # (954) 880-9300 • fax # (954) 958-8963 • dholtz@petsupermarket.com •

December 28, 2012

To: Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

SUBJECT: Pet Supermarket, Inc.

The enclosed Articles of Merger and \$70 fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane E. Holtz, President & Chief Operating Officer

Pet Supermarket, Inc.
1100 International Parkway
Sunrise, Florida 33323

dholtz@petsupermarket.com

For further information concerning this matter, please call:

Diane E. Holtz at # (954) 880-9300

We are requesting 5 Certified Copies @ \$8.75 each. Please find the enclosed check for \$113.75, (\$70 fee and \$43.75 copies).

Sincerely,

A handwritten signature in black ink, appearing to read "Diane E. Holtz".

Ms. Diane E. Holtz
President & Chief Operating Officer

**ARTICLES OF MERGER OF PET SUPERMARKET, INC.
(Merger of Subsidiary Corporation)**

12 DEC 31 PM 3:16
FILED
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned Chairman of the Board of Directors of Pet Supermarket, Inc. and of the Subsidiary Corporation, Pet Supermarket Associates, Inc. being merged into Pet Supermarket, Inc., hereby files the following Articles of Merger pursuant to Section 607.1104, Florida Statutes:

**ARTICLE I
Parent Corporation**

The Parent Corporation, Pet Supermarket, Inc., owns 100% (one hundred percent) of the outstanding shares of stock of the Subsidiary Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pet Supermarket, Inc.	Florida Corporation	J09734

**ARTICLE II
Subsidiary Corporation**

The Subsidiary Corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pet Supermarket Associates, Inc.	Florida Corporation	H68225

**ARTICLE III
The Plan of Merger**

Attached hereto, incorporated herein and made a part hereof is the Plan of Merger approved and adopted by the Director and the Sole Shareholder of Pet Supermarket, Inc., who is also the Director of the Subsidiary Corporation, Pet Supermarket Associates, Inc.

**ARTICLE IV
Effective Date of Merger**

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State, which is December 31, 2012.



ARTICLE V
Adoption of Merger by Parent Corporation

The Plan of Merger was adopted by the shareholders of the Parent Corporation on December 28, 2012.

ARTICLE VI
Adoption of Merger by Subsidiary Corporation

The Plan of Merger was adopted by the shareholders of the Subsidiary Corporation on December 28, 2012.

ARTICLE VII
Signatures for Each Corporation

<u>Name of Corporation</u>	<u>Signature of Director</u>	<u>Name of Individual & Title</u>
Pet Supermarket, Inc.		Charles E. West, Jr. Director & Sole Shareholder
Pet Supermarket Associates, Inc.		Charles E. West, Jr. Director

ARTICLE VIII
Articles of Incorporation

The Articles of Incorporation originally filed for Pet Supermarket, Inc. shall not be amended or modified by virtue of the filing of these Articles of Merger and said Articles of Incorporation for Pet Supermarket, Inc. previously filed with the Florida Department of State are hereby restated as of the date of the filing of the Articles of Merger contained herein.

Signatures on following page.

IN WITNESS WHEREOF, the undersigned, Charles E. West, Jr. being the sole Director of Pet Supermarket, Inc. and Pet Supermarket Associates, Inc. does hereby set his hand and seal this 28th day of December, 2012.

By:

Charles E. West, Jr.
Charles E. West, Jr., Director

Pet Supermarket, Inc.

By:

Charles E. West, Jr.
Charles E. West, Jr., Director

Pet Supermarket Associates, Inc.

STATE OF FLORIDA :
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me on this 28th day of December, 2012 by Charles E. West, Jr., as Sole Director of Pet Supermarket, Inc. and Sole Director of Pet Supermarket Associates, Inc., who is personally known to me and who has taken an oath.

Carol Fisher
Notary Public

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Carol Fisher
Commission # EE103513
Expires: JUNE 21, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

**PLAN OF MERGER FOR PET SUPERMARKET, INC.
(Merger of Subsidiary Corporation)**

The following Plan of Merger is submitted in compliance with section 607-1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation. This Plan of Merger of Pet Supermarket, Inc., a Florida Corporation, with offices at 1100 International Parkway, Sunrise, Florida, 33323 is adopted by the Directors of the Corporation on this 28th day of December 2012.

**ARTICLE I
The Parent Corporation**

The name and jurisdiction of the Parent Corporation, owing 100% of the shares of the Subsidiary Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pet Supermarket, Inc.	Florida Corporation

**ARTICLE II
The Subsidiary Corporations**

The name and jurisdiction of each Subsidiary Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pet Supermarket Associates, Inc.	Florida Corporation

**ARTICLE III
The Terms and Conditions of the Merger**

WHEREAS, the undersigned Directors constitute the entire Board of Directors of Pet Supermarket, Inc. (hereinafter referred to as the "Parent Corporation"), said persons also serving as the entire Board of Directors of the Subsidiary Florida Corporation (all of which are collectively hereinafter referred to as the "Merged Corporations"), propose to merge the Subsidiary Corporation into the Parent Corporation thereafter conducting the business and the affairs of the Subsidiary Corporation and the Parent Corporation solely under the name of the Parent Corporation, Pet Supermarket, Inc.

NOW, THEREFORE, the undersigned Directors hereby set forth the following Plan of Merger as follows:

1. The foregoing recitations are true and correct and are hereby incorporated herein.
2. The business and affairs of the Subsidiary Corporation and the Parent Corporation shall be merged into one corporation known as Pet Supermarket, Inc. and the Subsidiary Corporation shall cease to exist as of the effective date of the filing of the Articles of Merger with the Florida Department of State.
3. All corporate assets, liabilities and obligations of the Subsidiary Corporation shall be assumed by and thereafter be owned by and the responsibility of the Parent Corporation, to be known as Pet Supermarket, Inc. The Parent Corporation shall execute such documents as are necessary and proper to give full legal force and effect to the Plan of Merger contemplated hereby.
4. The 1,000 shares of stock of the Subsidiary Corporation, Pet Supermarket Associates, Inc., which are 100% owned by the Parent Corporation, Pet Supermarket, Inc. will be cancelled and not reissued.

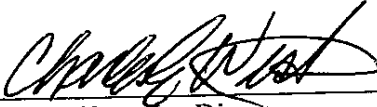
Charles E. West, Jr. is the sole owner of record of the 500 shares of stock of Parent Corporation, Pet Supermarket, Inc. The shares of stock currently issued and outstanding of Pet Supermarket, Inc. will be the shares of stock of the Merged Corporations, in the following amounts to the following person after the effective date of the merger:

Charles E. West, Jr.	500 shares
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5. The Articles of Incorporation previously filed with the Florida Department of State for Pet Supermarket, Inc. shall be reaffirmed as of the date of the adoption of this Plan of Merger by the shareholders of the Subsidiary Corporation and the Parent Corporation without any change, modification or amendment thereof. Said Articles of Incorporation shall thereafter serve as Articles of Incorporation for the Parent Corporation, Pet Supermarket, Inc.
6. This Plan of Merger is hereby recommended by the undersigned Board of Directors of the Subsidiary Corporation and the Parent Corporation as the Plan of Merger to be adopted by both the Subsidiary Corporation and the Parent Corporation. The sole shareholder of all such Corporations, Charles E. West, Jr. shall be entitled to vote on the approval of this Plan of Merger as provided by relevant Florida Statutes.
7. The foregoing Plan of Merger constitutes the entire Plan of Merger for the Subsidiary Corporation and the Parent Corporation. This Plan of Merger may not be amended, modified or supplemented except by a written Plan of

Merger executed by the undersigned Directors of the Subsidiary Corporation and the Parent Corporation.

IN WITNESS WHEREOF, the undersigned, Directors of the Subsidiary Corporation and the Parent Corporation have approved this Plan of Merger and recommended same to the Subsidiary Corporation and the Parent Corporation for a vote on the approval of same on the date and year first above written.

By: 
Charles E. West, Jr., Director
Pet Supermarket, Inc.

Dated:

By: 
Charles E. West, Jr., Director
Pet Supermarket Associates, Inc.

Dated: