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**MERGER OR SHARE EXCHANGE
PFD ACQUISITION CORP**

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ARTICLES OF MERGER
OF
PET360, INC.
(a Florida Profit Corporation)
INTO
PFD ACQUISITION CORP.
(a Delaware Profit Corporation)

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Pursuant to the Florida Business Corporation Act, Section 607.11105, the undersigned corporations submit the following Articles of Merger:

FIRST: The name and states of incorporation of the corporations subject to this merger are as follows:

- (a) **Surviving Corporation:** PFD Acquisition Corp., a Delaware corporation.
- (b) **Merging Corporation:** Pet360, Inc., a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of June 22, 2010 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and is attached to these Articles.


THIRD: The merger is effective upon the filing of these Articles.

FOURTH: The Plan of Merger was adopted by the surviving corporation's board of directors on June 24, 2010 and shareholder approval was not required.

FIFTH: The Plan of Merger was adopted by the merging corporation's shareholders on June 24, 2010.

IN WITNESS WHEREOF, these Articles of Merger has been signed on behalf of the surviving and merging corporations to the merger by a duly authorized officer on the 24 day of June, 2010.

PFD ACQUISITION CORP.

By: 
Name: Brock Weatherup
Title: President

*Signature Page – PFD Acquisition Corp.
Articles of Merger - Florida*

IN WITNESS WHEREOF, these Articles of Merger has been signed on behalf of the surviving and merging corporations to the merger by a duly authorized officer on the 24 day of June, 2010.

PET360, INC.

By: 

Name: Nicolas Chereque

Title: President

PLAN OF MERGER
OF
PET360, INC.
(a Florida Profit Corporation)
INTO
PFD ACQUISITION CORP.
(a Delaware Profit Corporation)

SECTION 1.01. The Merger. At the Effective Time and upon the terms and subject to the conditions set forth in this Agreement and in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), PET360, INC., a Florida corporation (the "Company") shall be merged with and into PFD ACQUISITION CORP., a Delaware corporation ("PFD Merger Sub"). As a result of the Merger, the separate corporate existence of the Company shall cease and PFD Merger Sub shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 1.02. Effective Time; Closing. Immediately following execution of this Agreement, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware and articles of merger (the "Articles of Merger") with the Department of State of the State of Florida, each in such form as is required by, and executed in accordance with, the relevant provisions of the DGCL and the FBCA. The term "Effective Time" means later of: (i) the date and time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and (ii) the date and time of the filing of the Articles of Merger with the Department of State of the State of Florida (or such later time as may be agreed by each of the parties hereto and specified in the Certificate of Merger and Articles of Merger). Immediately prior to the filing of the Certificate of Merger and Articles of Merger, a closing (the "Closing") will be held at the offices of PFD (or such other place as the parties may agree). The date on which the Closing shall occur is referred to herein as the "Closing Date".

SECTION 1.03. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company and PFD Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Company and PFD Merger Sub shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

SECTION 1.04. Certificate of Incorporation; By-laws.

(a) At the Effective Time, the Certificate of Incorporation of PFD Merger Sub, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation except that Article First of the certificate of incorporation shall read as follows: "The name of the corporation is Pet360, Inc." and, as so amended, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation.

(b) At the Effective Time, the By-laws of PFD Merger Sub, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such By-laws.

SECTION 1.05. Directors and Officers. The directors of PFD Merger Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, and the officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.