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ARTICLES OF MERGER
Merger Sheet

MERGING:

PETMED EXPRESS, INC., a Delaware corporation qualified in Florida,
F97000000133

INTO

FARMED EXPRESS, INC., a Florida corporation, P96000010098

File date: May 5, 1997

Corporate Specialist: Steven Harris

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ARTICLES OF MERGER

These Articles of Merger are entered into this 5th day of May 1997, by and between FarMed Express, Inc., a Florida Corporation, ("FMF") and PetMed Express, Inc., a Delaware corporation ("PMD").

WITNESSETH

WHEREAS, FMF has an authorized capital stock consisting of 20,000,000 shares of Common Stock, par value \$.001 per share, of which 100 shares are currently outstanding and 5,000,000 shares of Preferred Stock, par value \$.001, none of which are currently issued or outstanding; and

WHEREAS, PMD has an authorized capital stock consisting of 10,000,000 shares of Common Stock, par value \$.0001 per share, of which 8,039,500 shares were duly issued and outstanding; and

WHEREAS, the Boards of Directors of FMF, and of PMD, respectively, deem it advisable and generally to the advantage and welfare of their respective corporate parties and their respective shareholders that PMD merge with FMF under and pursuant to the provisions of Florida Business Corporation Act and the General Corporation Law of Delaware; so that PMD shall be merged into FMF; and

WHEREAS, the respective shareholders of FMF and PMD have approved the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval: On May 5, 1997, the sole director of FMF, and on May 5, 1997, the sole director of PMD, Sub respectively and unanimously adopted and approved these Articles of Merger by Written Consents to Action, each dated May 5, 1997. These Articles of Merger were approved in their entirety by the shareholders of PMD and FMF by Written Consents to Action, each dated May 5, 1997.

2. Merger. PMD shall be and hereby is merged into FMF.

3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida and Delaware, the time of such effectiveness being hereinafter called the Effective Date.

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4. Surviving Corporation. FMF shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of PMD shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of FMF following the Effective Date shall be 20,000,000 shares of Common Stock, par value \$.001 per share, and 5,000,000 shares of Preferred Stock, par value \$.001 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of FMF following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of FMF or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation shall constitute the Articles of Incorporation of FMF separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of FMF.

7. Bylaws. The Bylaws of FMF shall be Bylaws of FMF as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Further Assurance of Title. If at any time, FMF shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to FMF any right, title, or interest of PMD held immediately prior to the Effective Date, PMD and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in FMF as shall be necessary to carry out the purposes of these Articles of Merger, and FMF and the proper officers and directors thereof are fully authorized to take any and all such action in the name of PMD or otherwise.

9. Retirement of Organization Stock. Forthwith upon the Effective Date, each of the 100 shares of the Common Stock of FMF presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of FMF shall be issued in respect thereof.

10. Conversion of Outstanding Stock; Options.

a. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of PMD and all rights in respect thereof shall be converted into one (1) fully paid and nonassessable shares of Common Stock of FMF, and each certificate nominally representing shares of Common Stock of PMD shall for

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all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of FMF. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of FMF but, as certificates nominally representing shares of Common Stock of PMD, FMF will cause to be issued therefor certificates for such number of Common Stock of FMF.

b. Forthwith upon the Effective Date, each of the issued and outstanding option to purchase shares of Common Stock of PMD and all rights in respect thereof shall be converted into a similar number of options to purchase shares of Common Stock of FMF, for the same exercise price, exercise period and other similar terms and conditions and each stock option agreement representing such options shall for all purposes be deemed to evidence the similar rights to purchase such like number of shares of Common Stock of FMF. The holders of such stock option agreements shall not be required immediately to surrender the same in exchange for stock option agreements to purchase shares of Common Stock of FMF.

11. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of FMF in accordance with the following:

(a) The assets and liability of PMD shall be recorded at the amounts at which they are carried on the books of PMD immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 8,039,500 shares of Common Stock of PMD presently issued and outstanding.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of FMF resulting from the conversion of the outstanding Common Shares of PMD.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of PMD immediately prior to the Effective Date.

(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of PMD immediately prior to the Effective Date.

12. Directors. The names of the first director of FMF following the Effective Date who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Marc Puleo, M.D.	3330 N.W. 53rd Street, Suite 307 Fort Lauderdale, Florida 33309

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13. Officers. The names of the first officers of PMD following the Effective Date and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Marc Puleo, M.D.	President, Secretary, Treasurer	3330 N.W. 53rd Street, Suite 307 Fort Lauderdale, Florida 33309

14. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of FMF as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of FMF.

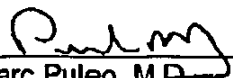
15. Name Change. As soon as practicable, FMF shall change its name to PetMed Express, Inc., a Florida corporation.

16. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President of each of them pursuant to authority given by their respective Boards of Directors.

PetMed Express, Inc.,
a Delaware corporation

Approved by the Board of Directors
and Shareholders by majority written
consent on May 5, 1997

By: 
Marc Puleo, M.D.

FarMed Express, Inc.
a Florida corporation

Approved by the Board of Directors
and Shareholders by unanimous written
consent on May 5, 1997.

By: 
Marc Puleo, M.D.

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