

P96000010098

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

2000001700072
-01/28/96--01038--010
****122.50 ****122.50

SUBJECT: PetMed Express, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: Brian O'Neill

From:

Name: Brian O'Neill

Address: 350 SW 12 Ave.
Deerfield Beach, FL 33442

Telephone Number: 954-421-5800

RECEIVED
JAN 29 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ST
1/31

ARTICLES OF INCORPORATION

OF

PetMed Express, Inc.

ARTICLE I NAME

The name of the corporation shall be: PetMed Express, Inc..

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PetMed Express, Inc.
5560 NE 33 Ave.
Ft. Lauderdale, FL 33308

ARTICLE III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares with a par value of \$1.00 each.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Brian O'Neill
350 SW 12 Ave.
Deerfield Beach, FL 33442

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

Name	Address
Yali Golan	5560 NE 33 Ave. Ft. Lauderdale, FL 33308
Mark Puleo	2400 NE 44 Ct. Lighthouse Point, FL 33064

ARTICLE VII INCORPORATOR

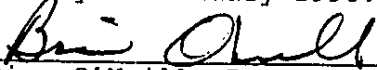
The name and street address of the incorporator to these Articles of Incorporation is:

Brian O'Neill
350 SW 12 Ave.
Deerfield Beach, FL 33442

ARTICLE VIII AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 25 day of January-1996.



Brian O'Neill, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

PetMed Express, Inc.

2. The name and address of the registered agent and office is:

Brian O'Neill
350 SW 12 Ave.
Deerfield Beach, FL 33442

Signature: Brian O'Neill

Title: Incorporator

Date: January 25, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Brian O'Neill

Date: January 25, 1996

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN

PICK UP 7/22/96

☐ **CERTIFIED COPY**

☐ **CUS**

☒ **PHOTO COPY**

☒ **FILING** Amendment

1.) Petmed Express, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

100001900331
-07/22/96--01032--025
*****35.00 *****35.00

FILED
96 JUL 22 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 22 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*Give file date
of 7/22/96.*

thanks

*Corrected
7/22/96*

CMD

July 22, 1996

CORPORATE ACCESS INC.

TALLAHASSEE, FL 32301

SUBJECT: PETMED EXPRESS, INC.
Ref. Number: P96000010098

We have received your document for PETMED EXPRESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00035338

56 JUL 23 AM 9:04
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PETMED EXPRESS, INC.

FILED
95 JUL 22 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation.

First: Article II of the original articles of incorporation is hereby deleted and the following added:

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PetMed Express, Inc.
2400 N.E. 44 Court
Lighthouse Point, Florida 33064

Second: Article IV of the original articles of incorporation is hereby deleted and the following added:

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized

Document Prepared By:
Gigi J. Tanghe, Esq.
13701 N.E. 1 Avenue
Miami, Florida 33161
Florida Bar No. 0062987

to have outstanding at any one time is: ten million (10,000,000) shares with a par value of \$.0001 each.

Third: Article VI of the original articles of incorporation is hereby deleted and the following added, as one person formerly listed as a director was erroneously named and should not have been listed:

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have one (1) director to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the director of the Corporation is:

Name: Marc Puleo **Address:** 2400 N.E. 44 Court
Lighthouse Point, Florida 33064

Fourth: The foregoing amendment shall be deemed effective and adopted January 29, 1996.

Fifth: The amendment was approved by the sole shareholder. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the sole shareholder has hereto set his

hands and seal, and caused these Articles of Amendment to be executed this 19th day of July, 1996.

SOLE SHAREHOLDER AND DIRECTOR:

Marc Puleo
MARC PULEO,
Director and Sole Shareholder

STATE OF FLORIDA)
 Palm Beach SS
COUNTY OF ~~BOCA RATON~~)

July BEFORE ME, the undersigned authority, this 19th day of July, 1996, personally appeared Marc Puleo, known to me to be the person who executed the foregoing Articles of Amendment of PetMed Express, Inc. and acknowledged before me that he executed the same for the purposes herein expressed, and who is [] personally known to me or [X] produced Fl Drivers license as identification, and [] did / [X] did not take an oath.

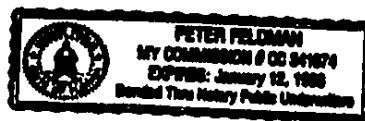
WITNESS my hand and official seal in the city of Boca Raton in Palm Beach County, Florida this 19 day of July, 1996.

Peter Feldman
NOTARY PUBLIC

My Commission Expires:

1/12/98

amend2.art



① P96000010098

APPROVED
AND
FILED

96 JUL 25 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes:
1000 1000 1000 1000
1000 1000 1000 1000

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
-07/25/96--01036--016
*****07.50 *****07.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Resig

WAS AUG 1 1996

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTIHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1609,

Florida Statutes, the undersigned, Brian O'Neill
(Name of registered agent)

hereby resigns as Registered Agent for Pet Med Express
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.

Brian O'Neill
(Signature of resigning agent)

If signing on behalf of an entity:

Marc Pules, M.D.
(Typed or Printed Name)

President
(Capacity)

Fee for filing this document:

\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

P96000010098

Return Express
Requestor's Name

2450 N. Powerline Rd., #20
Address

Pompano Beach, FL 33069
City/State/Zip Phone #

96 JUL 25 14 5:14
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

RECORDED 150142741
07/25/96 04956-015
*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Alter

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS AUG 1 1996

RACHY.

Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

FLA. SUBMIT to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FL submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Del Med Express, Inc

1b. The mailing address of the corporation is: _____

2450 North Powerline Road - Suite 20, Pompano Beach, FL 33069

1c. Date of Incorporation: January 26, 1996 Document number: 199600010098

2. The name and address of the current registered agent and office:

Brian O'Neill

350 SW 12 Ave.

Deerfield Beach, FL 33442

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Marc Puleo, MD

2450 N. Powerline Road - Suite 20

Pompano Beach, FL 33069

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Marc Puleo, MD
(Signature of an officer, chairman or
vice chairman of the board)

7-15-96
(Date)

Marc Puleo, M.D. President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Marc Puleo, MD
(Signature of Registered Agent)

7-15-96
(Date)

If signing on behalf of an entity:

Marc Puleo, M.D.
(Typed or Printed Name)

President
(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

P960000010098

PET MED EXPRESS INC. 08 08
3330 N.W. 83 STREET
SUITE 307
FT. LAUDERDALE, FL 33309

1469

PAY TO THE ORDER OF Florida Department of State, Division of Corporations December 31, 1996 \$ 105.00
ONE HUNDRED FIVE AND 10/100 DOLLARS

NationsBank
NationsBank of Florida, N.A.

FOR Pmt m

⑈001469⑈ ⑈063100277⑈ 3604051975⑈

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 AM 8:21

500002053465--2
-01/10/97--01012--009
****105.00 *****35.00

FILING 35
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOT 35

WIC Amer. Q

50 1/9/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -3 AM 8:21

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
PETMED EXPRESS, INC.**

The undersigned, President of PetMed Express, Inc., a corporation organized under the laws of the State of Florida, hereby certifies as follows:

1. The original name of the corporation as it appears on the Certificate of Incorporation filed with the Secretary of the State of Florida on the 29th day of January, 1996, was PetMed Express, Inc.
2. That at a special meeting of the Board of Directors of said corporation held on the 16th day of December, 1996, the Board of Directors unanimously resolved that the Amendment to the Certificate of Incorporation as contained herein be presented to the stockholders of the corporation for their action.
3. That at a special meeting of the stockholders of said corporation held on the 16th day of December, 1996, the stockholders of the corporation unanimously approved the proposed Amendment to the Certificate of Incorporation contained herein.
4. The recommended Resolution of the Board of Directors, the same being the Amendment unanimously approved by the stockholders of said corporation, is as follows:

RESOLVED, that the corporation's name, PetMed Express, Inc., be changed to Farned Express, Inc., and that said name be used by the corporation as its corporate name, subsequent to its filing in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed
and executed by Marc Pulco, as President, this 31 day of December, 1996.

PETMED EXPRESS, INC.

By:



President

gh41644164002a.oor
123096

P96000010098

5/02/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:31 AM

((H97000007242 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: FARMED EXPRESS, INC.

AUDIT NUMBER.....H97000007242

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] || COMPUER|| MENU || 0:04:39|| 09:38a|| Capture Off

RECEIVED
97 MAY -2 AM 9:52
DIVISION OF CORPORATIONS

SH 5/2
Amend.

FILED
97 MAY -2 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1197000007242

**ARTICLES OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
FARMED EXPRESS, INC.**

FILED
97 MAY -2 PM 10:27
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of FARMED EXPRESS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000010098, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated April 28, 1997, the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article IV of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

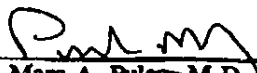
**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time 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.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors, and by the Shareholders of the Corporation dated April 28, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of April 28, 1997.

FARMED EXPRESS, INC.

By: 
Marc A. Puleo, M.D.

GAYLE COLEMAN, ESQ., FL BAR # 857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

H97000007242

P96000010098

5/05/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:26 PM

((H97000007363 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: FARMED EXPRESS, INC.

AUDIT NUMBER.....H97000007363

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] || COMPUSER|| MENU || 0:04:25|| 01:33p|| Capture Off

FILED
97 MAY -5 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 5/5
Nasser

RECEIVED
97 MAY -5 PM 1:58
DIVISION OF CORPORATIONS

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

1197000007363

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 PotMed Express, Inc., a Delaware corporation ("PMD").

FILED
97 MAY -5
1997
FBI

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.

Gayle Coleman, Esq., Bar No. 857327
Atlas, Pearlman, Trop & Borkson
200 E Las Olas B.vd., Suite 1900
Ft. Lauderdale, FL 33301
(954) 766-1200

97/5330.100/79744

1197000007363

1197000007363

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 acknowledgments 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

97/5330.100/79744

H97000007363

1197000007363

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

975330.100/79744

3

H97000007363

1197000007363

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 PotMed 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.

PotMed Express, Inc.,
a Delaware corporation

FarMed Express, Inc.
a Florida corporation

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

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

By: 
Marc Puleo, M.D.

By: 
Marc Puleo, M.D.

975330.10079744

4

1197000007363

P96000010098

5/13/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:23 AM

((H97000007022 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: FARMED EXPRESS, INC.

AUDIT NUMBER.....H97000007022

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENT SELECTION AND <CR>:

[#1] COMPUSER|| MENU

|| 0:02:37|| 11:32a|| Capture Off

RECEIVED
MAY 13 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 5/13
Amend
+ NC

FILED
97 MAY 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1197000007822

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
FARMED EXPRESS, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of FARMED EXPRESS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000010098, does hereby certify:

Pursuant to the Written Consent of a majority of the sole director and shareholders of said Corporation, the sole director and shareholders on May 7, 1997, approved the amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

**ARTICLE I
NAME**

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

The name of the Corporation shall be: PETMED EXPRESS, INC.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty-Five Million (25,000,000) shares which are to be divided into two classes as follows:

GAYLE COLEMAN, ESQ., FL BAR # 857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

97/5330.100/80341

H97000007822

FILED
97 MAY 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000007822

20,000,000 shares of common stock with a par value of \$.001 per share and 5,000,000 shares of preferred stock with a par value of \$.001 per share.

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

All issued and outstanding shares of Common Stock of the Corporation held by each holder of record on May 7, 1997, shall be automatically combined at a rate of one for six (1:6). No fractional share or scrip representing a fractional share will be issued upon the Reverse Stock Split. Fractional shares of Common Stock will be rounded up to the next highest share.

The foregoing was adopted by the sole director and shareholders of the Corporation pursuant to a meeting of the Sole Directors and by a majority of the shareholders of the Common Stock of the Corporation held on the 7th day of May, 1997 pursuant to Chapter 607 of the Florida Business Corporation Act and the Corporation's By-laws. These shares present and voted at such meeting represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore the number cast for the amendment to the Corporation Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment as of the 7th day of May, 1997.



Marc A. Puleo, President

H97000007822
975330.10080141