

P96000010098

Florida Department of State

Division of Corporations

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*Amended & Restated
Articles 8-5-98
DC*

Tuesday, August 04, 1998

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Division of Corporations

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FILE NAME: PetMed*

FILE NO.: 5330.01

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Thanks,

Janine

FILE NAME: PetMed*

FILE NO.: 5330.01

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1998

PETMED EXPRESS, INC.
3350 NW 53 STREET
SUITE 103
FT. LAUDERDALE, FL 33309

SUBJECT: PETMED EXPRESS, INC.
REF: P96000010098

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Amended and Restated Articles of Incorporation contain two different dates of adoption. Should the date be July 27th or 31st????

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000014418
Letter Number: 198A00040777

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PETMED EXPRESS, INC.

The undersigned, being all the Board of Directors of PetMed Express, Inc. (hereinafter the "Corporation"), a Florida corporation, do hereby certify and set forth:

1. The name of the corporation is PetMed Express, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 29, 1996, Document #96000010098.
3. Articles of Amendment to the Corporation's Articles of Incorporation, as authorized by the Corporation's Board of Directors and all of its shareholders, (i) changing the principal office of the Corporation and (ii) increasing the number of authorized shares of the Corporation, were filed with the Secretary of State of Florida on July 22, 1996.
4. Articles of Amendment to the Corporation's Articles of Incorporation, as authorized by the Corporation's Board of Directors and all of its shareholders, changing the Corporation's name to FarMed Express, Inc. was filed with the Secretary of State of Florida on January 3, 1997.
5. Articles of Amendment to the Corporation's Articles of Incorporation, as authorized by the Corporation's Board of Directors and all of its shareholders, increasing the authorized number of shares which the Corporation shall have authority to issue at any one time to 20,000,000 shares of Common Stock, \$.001 par value, and 5,000,000 shares of Preferred Stock, par value \$.001 per share, were filed with the Secretary of State of Florida on May 2, 1997.
6. Articles of Merger, as authorized by the Corporation's Board of Directors and all of its shareholders, merging PetMed Express, Inc., a Delaware corporation, into the Corporation were filed with the Secretary of State of Florida on May 5, 1997.
7. Articles of Amendment to the Corporation's Articles of Incorporation, as authorized by the Corporation's Board of Directors and all of its shareholders, (i) changing the name of the Corporation to PetMed Express, Inc. and (ii) combining the issued and outstanding shares of Common Stock at a rate of one for six (1:6), were filed with the Secretary of State of Florida on May 13, 1997.
8. Articles of Amendment to the Corporation's Articles of Incorporation, as authorized by the Corporation's Board of Directors and which did not require action by

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Corporation's shareholders, setting forth the designations, rights and preferences of the Corporation's Convertible Preferred Stock were filed with the Secretary of State of Florida on February 19, 1998.

9. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on July 27, 1998 and shareholder action was not required. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full:

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be: PetMed Express, Inc.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3350 NW 53 Street, Suite 103, Fort Lauderdale, FL 33309.

ARTICLE III.
NATURE OF CORPORATE BUSINESS AND POWERS

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 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:

20,000,000 shares of common stock with a par value \$.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

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issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

250,000 shares of preferred stock are designated as Convertible Preferred Stock, with the following designations, rights and preferences:

1. Designation and Initial Number. The series of Preferred Stock hereby classified shall be designated "Convertible Preferred Stock" (the "Convertible Preferred Stock"). The initial number of authorized shares of the Convertible Preferred Stock shall be 250,000 shares. Upon issuance of the shares of Convertible Preferred Stock \$4.00 per share shall be the stated capital of the Corporation.

2. Voting Rights. Holders of the shares of Convertible Preferred Stock shall be entitled to full voting rights, share for share, with the then outstanding Common Stock as well as with any other class or series of stock of the Corporation which have general voting power with the Common Stock concerning any matter being voted upon. Except as so provided, shares of Convertible Preferred Stock shall at no time be entitled, as a series, class or otherwise, to any other or special or restrictive voting rights of any kind whatsoever, except as then and when and to the extent required by applicable law.

3. Conversion Privilege. Each share of Convertible Preferred Stock is convertible into 1.35 shares of the Corporation's Common Stock at any time at the option of the holder; provided, however, that shares of Convertible Preferred Stock must be converted in units of 5,000 shares, resulting in the issuance of 6,750 shares of Common Stock.

4. Redemption. The shares of Convertible Preferred Stock are not redeemable by the Corporation.

5. Dividends. The shares of Convertible Preferred Stock may pay annual dividends out of funds legally available for the payment of dividends in the sole discretion of the Corporation. There is, however, no obligation of the Corporation to declare dividends at any time on the shares of Convertible Preferred Stock.

6. Liquidation. In the event of any voluntary or involuntary dissolution or winding up of the Corporation, the holders of shares of Convertible Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders an amount per share equal to \$4.00 without interest, and no more, before any payment shall be made to the holders of any stock of the Corporation ranking junior to the Convertible Preferred Stock. A merger or consolidation of the Corporation with or into any other corporation, share exchange or sale of conveyance of

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all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation within the meaning of this Paragraph 6.

7. Transferability. The shares of Convertible Preferred Stock may be transferred at any time and from time to time at the sole option of the holder.

ARTICLE V.
REGISTERED AGENT AND ADDRESS

The Registered Agent and the street address of the : Registered Office of this Corporation in the State of Florida shall be:

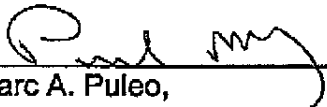
Marc A. Puleo
3350 NW 53 Street
Suite 103
Fort Lauderdale, FL 33309

ARTICLE VI.
BOARD OF DIRECTORS

The Corporation shall have 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 resignations, 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.

These Amended and Restated Articles of Incorporation do not contain any amendments which require shareholder approval and have been duly adopted by the Corporation's Board of Directors on July 27, 1998.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of PetMed Express, Inc., a Florida corporation, has been executed this 31st day of July, 1998.



Marc A. Puleo,
Director and President

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