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1441 S.W. 29th Avenue • Pompano Beach, Florida 33069  
Phone (954) 979-5995 • Fax (954) 971-0544

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\*\*\*\*\*35.00 \*\*\*\*\*35.00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 10, 2002

Department of State  
Division of Corporations  
Amendment Department  
409 E. Gaines Street  
Tallahassee, FL 32399

To Whom It May Concern:

Please find enclosed Articles of Amendment to Articles of Incorporation of PetMed Express, Inc., along with a check for \$35.00.

Please direct all correspondence to the above-listed address, marked to my attention. If you should have any questions, please contact me at (954) 979-5995 x8600.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Bruce S. Rosenbloom".

Bruce S. Rosenbloom  
Chief Financial Officer

BSR:rg

Enclosures

*Bruce Rosenbloom* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *add title & name*  
DATE *of person's phone*  
DOC. EXAM *PS 10/15/02*

*Amend*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

PETMED EXPRESS, INC

P96000010098

(Document Number of Corporation)

**FILED**  
02 OCT 11 AM 8:53  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendments adopted:

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be forty-five million (45,000,000) shares which are to be divided into two classes as follows:

40,000,000 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."

**BE IT FURTHER RESOLVED**, that the Corporation amend the Plan to increase the number of shares of Common Stock issuable under the Plan from 3,000,000 to 5,000,000 shares.

**BE IT FURTHER RESOLVED**, the officers of the Corporation are authorized to prepare and file with the Securities and Exchange Commission an Information Statement on Schedule 14C regarding the foregoing.

**BE IT FURTHER RESOLVED**, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolution, the proper officers of the Corporation are hereby authorized and directed to take all such further action, to execute and deliver the Articles of Amendment to the Articles of Incorporation to be filed with the State of Florida and all such further instruments and documents relating thereto in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such fees and expenses, which shall, in their judgment, be necessary, proper or advisable.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**WHEREAS,** all of the members of the Board of Directors and a majority of the shareholders of the Corporation deem it to be in the best interest of the Corporation to (1) adopt an Amendment to the Corporation's Articles of Incorporation to provide for the increase in the authorized amount of shares of common stock from 20,000,000 to 40,000,000 shares, and (2) adopt an amendment to the Corporation's 1998 Stock Option Plan ("Plan") to increase the number of shares of Common Stock issuable under the Plan from 3,000,000 to 5,000,000 shares.

**THIRD:** The date of each amendment's adoption: May 17, 2001

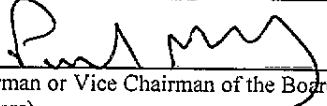
**FOURTH: Adoption of Amendments (CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ."  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10<sup>th</sup> day of, October, 2002

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Marc Puleo  
(Typed or printed name)

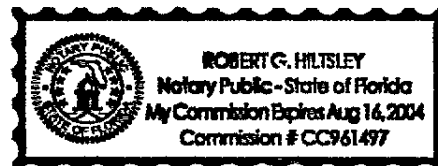
CHAIRMAN  
(Title)

This acknowledgment is attached to the Articles of Amendment to Articles of Incorporation of PetMed Express, Inc., Document Number of Corporation P96000010098.

State of Florida

County of Broward

The foregoing instrument was acknowledged before me this 10th day of October, 2002, by Marc Puleo as President for PetMed Express, Inc.



Robert G. Hiltsey (signature of Notary)  
ROBERT G. HILTSLEY (name of Notary, printed, typed or stamped)

Personally known ☒ OR produced identification ☐

Type of identification produced \_\_\_\_\_