

Filing Fee: \$20.00

ID Number: 0092052



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION**

Pursuant to the provisions of Section 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

1. The name of the corporation is: PETSMART Charities, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 Jefferson Blvd., Suite 200, Warwick, RI 02888
3. The address of the NEW registered office is:
10 Weybossett Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
National Registered Agents Inc.
5. The name of the NEW registered agent is:
C T CORPORATION SYSTEM
6. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not more than 30 days after filing this statement)

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CORPORATION DIVISION
JAN 12 2000

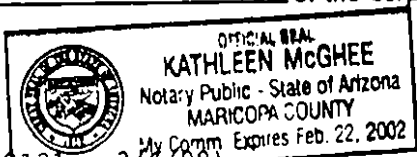
The change was authorized by resolution duly adopted by its board of directors.

PETSMART Charities, Inc.
(Name of Corporation)
By [Signature]
Its President or Its Vice President

FILED
JAN 12 2000
BY JMD 236699

STATE OF Arizona
COUNTY OF Maricopa

In Phoenix, Arizona, on this 30th day of December, 1999, personally appeared before me Ken Banks who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.



[Signature]
Notary Public
My Commission Expires: Feb. 22, 2002