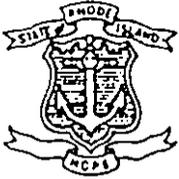


Filing Fee: \$20.00

ID Number: 75417



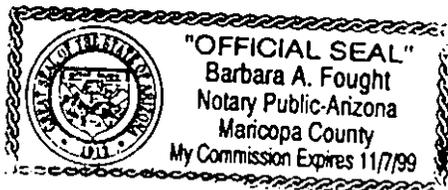
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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 Sections 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: PETS MART, 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: 170 Westminster Street, Suite 900, Providence, RI 02903
3. The address of the NEW registered office is: 222 Jefferson Blvd., Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Prentice-Hall Corporation System, Inc.
5. The name of the NEW registered agent is: National Registered Agents, Inc.
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 upon filing (a date not more than 30 days after filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.



FILED

PETS MART, Inc.

(Name of Corporation)

By C. Donald Dorsey Its President or Its Vice President

STATE OF ARIZONA
COUNTY OF MARICOPA

APR 20 1998

BY (Signature) 204367 23rd

In Phoenix, AZ, on this April day of April, 1998, personally appeared before me C. DONALD DORSEY who, being by me first duly sworn, declared that he/she is the EXECUTIVE VICE PRESIDENT of said corporation and that he/she signed the foregoing document as EXECUTIVE VICE PRESIDENT of the corporation, and that the statements therein contained are true.

RECEIVED
SECRETARY OF STATE

(Signature) Barbara A. Fought
Notary Public
My Commission Expires: 11-7-99