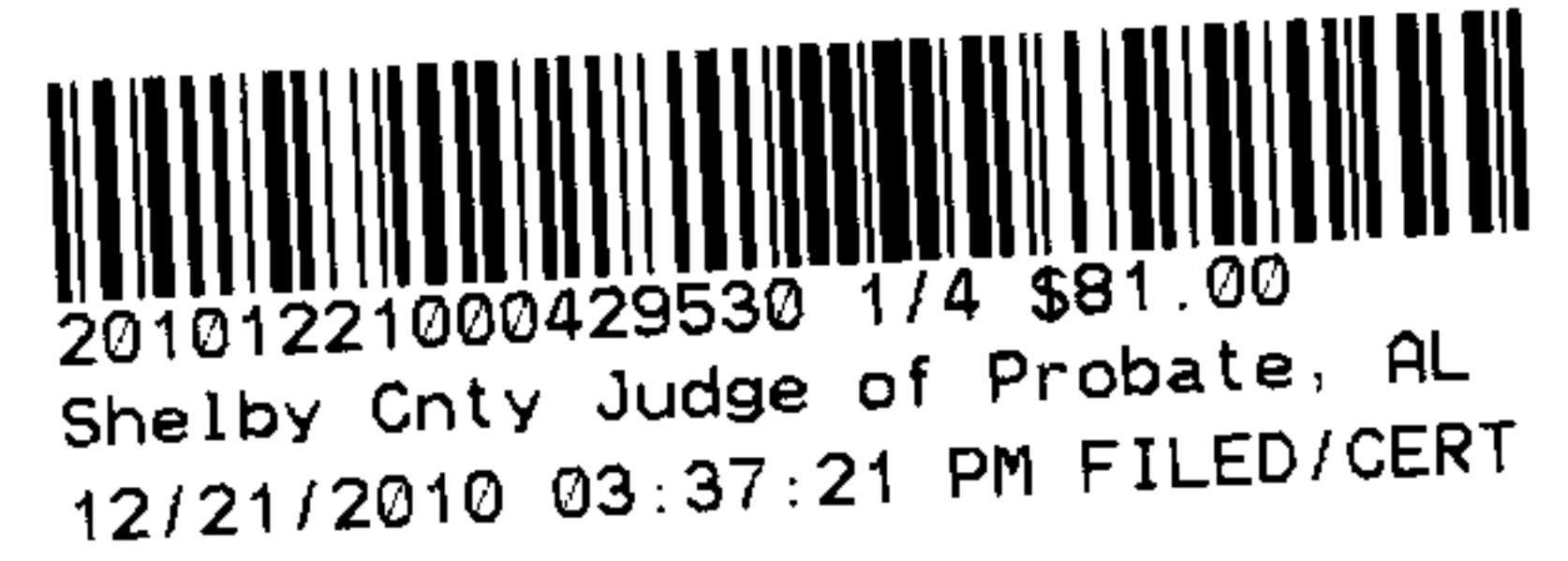


**ARTICLES OF ORGANIZATION
OF
DIRECT PET RX, L.L.C.**



Pursuant to the Provisions of Act No. 97-920 of the 1997 Alabama Legislature, as amended, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I: NAME

The name of this Limited Liability Company shall be DIRECT PET RX, L.L.C.

ARTICLE II: DURATION

The period of duration is perpetual.

ARTICLE III: PURPOSES

The Limited Liability Company has been organized for the following purposes:

- (1) To engage in any lawful act or activity.
- (2) To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, company, municipality, or political body, whether related to the business purpose stated in ¶ 1 above or not, and generally to carry on any and every lawful business which a Limited Liability Company is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama; and
- (3) In furtherance and not limited by of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United States, and to own, buy and sell personal property and to borrow money and issue its bonds, notes or mortgages therefore.

ARTICLE IV: REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be 10591 Old Highway 280, Chelsea, Alabama 35043, and its registered agent at such address shall be Aaron Kelley.

ARTICLE V: OTHER OFFICES

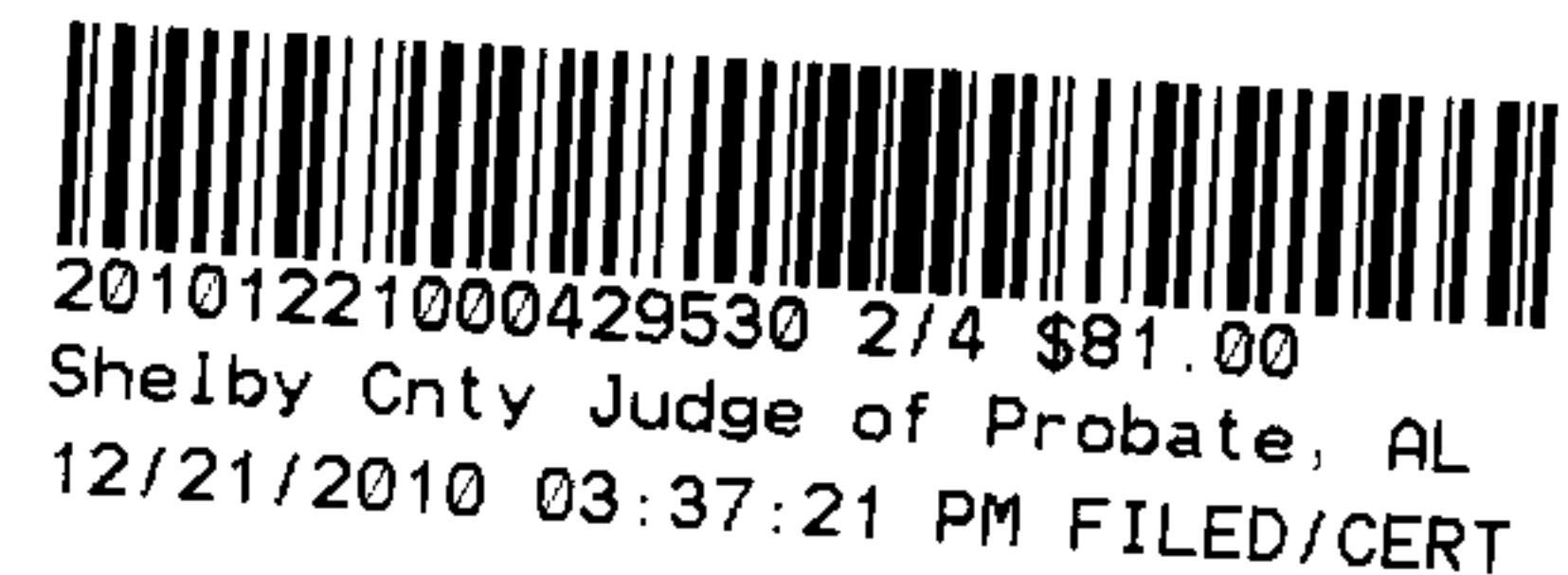
Other offices for the transacting of business shall be located at such places as the business of the L.L.C. may require.

ARTICLE VI: INITIAL MEMBERS

The names and addresses of the initial Members are:

AMKO, LLC
1354 Greystone Crest
Birmingham, AL 35242

Alabaster Drugs, Inc.
290 El Camino Real
Chelsea, AL 35043



ARTICLE VII: ADDITIONAL MEMBERS

The initial members shall have the right to admit additional members upon unanimous consent and agreement of the original members.

ARTICLE VII: MEMBERS' MEETINGS

All meetings of the members of the L.L.C. shall be held at the principal office of the L.L.C. or at such other place as may be legally designated by the managers.

The annual meeting of the members of the L.L.C. shall be held at 10591 Old Highway 280, Chelsea, AL 35043 on the 31st of December of each year unless such day be a legal holiday, in which case the meeting shall be held at the same time on the next succeeding day not a legal holiday.

A special meeting of the members of the L.L.C. may be called at any time by the members. It shall be the duty of the members to call a special meeting of the members whenever so requested by members holding 25% or more in interest of the capital of the L.L.C.

Notice of the time, place and purpose of all meetings of the members, regular and special, shall be mailed at least ten days prior to the date of the meeting by the Secretary to each member of record at its address. Notwithstanding the failure to give notice as hereinbefore provided, any meeting shall be a legal meeting for the transaction of all business if each member is either present, in person or by proxy, or has in writing waived such notice.

Except as may otherwise be provided by law, a majority of the capital entitled to vote and outstanding, represented in person or by proxy by member of record, shall constitute a quorum at any meeting of members, but the members present at any such meeting, in person or by proxy, though less than a quorum, may adjourn the meeting to a future time and the adjourned meeting may be held at such time without further notice.

Each member shall be entitled to one vote for each dollar of capital held by it, which vote shall be cast either in person or by written proxy filed with the Secretary of the meeting prior to being voted. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof unless provided to the contrary herein.

All L.L.C. powers shall be exercised by or under authority of and the management of the business and property of the L.L.C., shall be under the direction of the members.

ARTICLE IX: FINANCE

The funds of the L.L.C. shall be deposited in such banks and trust companies as the members shall designate. All orders for the payment of money, notes and other evidences of indebtedness issued in the name of the members shall designate the members, agent or agents of the L.L.C. signing as authorized by the members.

IN WITNESS THEREOF, the undersigned members have executed these Articles of Organization, on this, the 21st day of December, 2010.

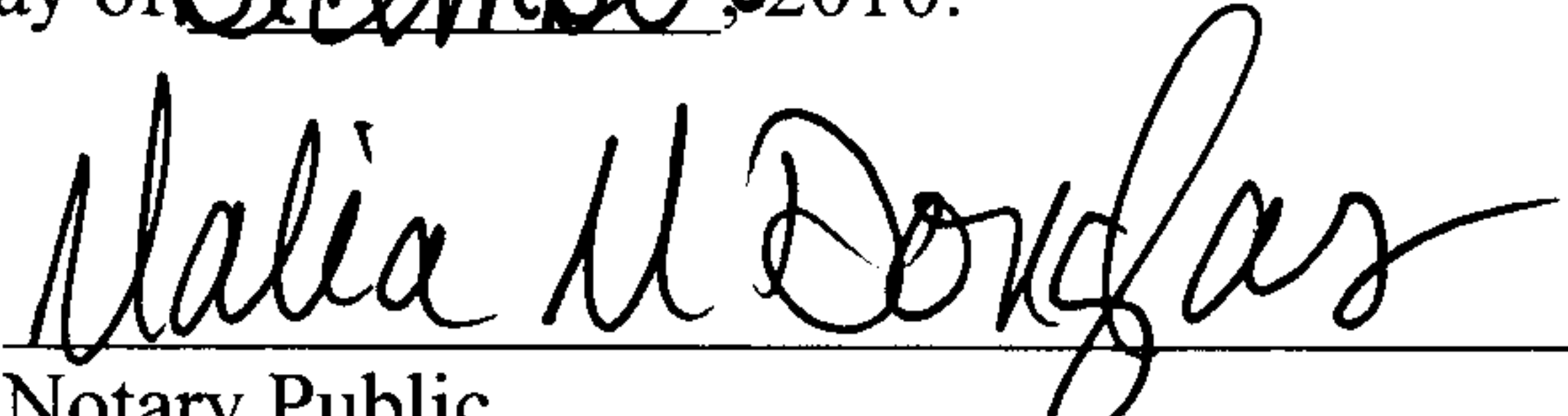
AMKO, LLC

By: 
Aaron Kelley, Member

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Aaron Kelley, as a Member of the limited liability company, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.


Given under my hand this 20 day of December, 2010.


Notary Public


SEAL

My commission expires: 4-6-2013

ALABASTER DRUGS, INC.


Arlen Reynolds, President

STATE OF ALABAMA)
)
SHELBY COUNTY)


20101221000429530 4/4 \$81.00
Shelby Cnty Judge of Probate, AL
12/21/2010 03:37:21 PM FILED/CERT

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Arlen Reynolds, acting as President of the corporation, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 21st day of December, 2010.


Notary Public

SEAL

My commission expires: 2-4-14