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07-20-1998

FORM PTO-1594



JUL 13 1998

U.S. Department of Commerce

(Rev. 6-93)

MRD 7-13-98

100767591

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Whole Foods Market Mid-Atlantic, Inc.

Individual(s) Association
General Partnership Limited Partnership
X Corporation-State (Delaware)
Other

Additional name(s) of conveying party(ies) attached? Yes No X

3. Nature of conveyance:

Assignment Merger
Security Agreement X Change of Name
Other

Execution Date: 12/11/96

2. Name and address of receiving party(ies):

Name: Whole Foods Market Group, Inc.

Internal Address

Street Address: 601 North Lamar Boulevard, Suite 300

City: Austin State: Texas Zip: 78703

Individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation-State Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,837,156

Additional numbers attached? Yes No X

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William G. Barber

Internal Address: Arnold, White & Durkee

Street Address: P.O. Box 4433

City: Houston State: Texas Zip: 77210

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$40.00

X Enclosed
X Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 01/2508/WHOL:020/BAR

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William G. Barber
Name of Person Signing

William G. Barber
Signature

July 10, 1998
Date

07/17/1998 BNUYEN 00000212 1037156

Total number of pages including cover sheet, attachments and documents: 1

01 FC:401

40.00 BP

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CERTIFICATE OF MAILING
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I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on the date below:

7/10/98
Date

William G. Barber
Signature

MRO 4-1098

04-30-1998

FORM PTO-1196

1-31-92



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U.S. Department of Commerce

Patent and Trademark Office

To: the Honorable Commissioner of Patents and Tr

y thereof:

1. Name of conveying party(ies):

Whole Foods Market Mid-Atlantic, Inc.

Individual(s) Association
General Partnership Limited Partnership
X Corporation-(Delaware)
Other

Additional name(s) of conveying party(ies) attached? Yes X No

3. Nature of conveyance:

Assignment Merger
Security Agreement X Change of Name
Other

Execution Date: 12/11/96

2. Name and address of receiving party(ies):

Name: Whole Foods Market Group, Inc.

Internal Address:

Street Address:

City: State: Zip:

individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation- Delaware
Other

If assignee is not domesticated in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William G. Barber

Name of Person Signing

Signature

Signature

April 7, 1998

Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

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04/29/1998 DCOATES 00000144 1837156

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I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on the date below:

TRADEMARK
April 7, 1998

REEL: 1755 FRAME: 0237 Date: William G. Barber

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
WHOLE FOODS MARKET MID-ATLANTIC, INC.**

WHOLE FOODS MARKET MID-ATLANTIC, INC. (the "Corporation"), which is existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

FIRST: The Board of Directors of the Corporation has adopted a resolution approving the following as an amendment to the Certificate of Incorporation of the Corporation:

The name of the Corporation is Whole Foods Market Group, Inc.

SECOND: That thereafter stockholders of the Corporation entitled to vote on the proposed amendment approved the proposed amendment by a written consent executed by the holders of the necessary number of shares of common stock in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That this amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment shall be effective upon the filing hereof.

The undersigned, being the Assistant Secretary of the Corporation, for the purpose of amending the Certificate of Incorporation of said corporation pursuant to the Delaware General Corporation Law, does make this certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has hereunto set her hand this 11th day of December, 1996.

WHOLE FOODS MARKET GROUP, INC.

By: *Linda J. Fontaine*
Linda J. Fontaine
Assistant Secretary

0101411.02/ SAH

RECORDED: 04/10/1998

TRADEMARK
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