

FORM PTO-1594

(Rev. 6-93)

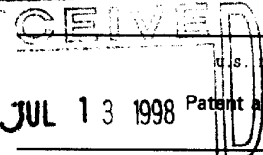
OMB No. 0651-0011 (exp. 4/94)

MRD 713-98

07-20-1998



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U.S. Department of Commerce

JUL 13 1998 Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

copy thereof

1. Name of conveying party(ies):

Fresh Fields Markets, Inc.

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

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

3. Nature of conveyance:

Assignment X Merger
Security Agreement Change of Name
Other

Execution Date:08/30/96

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

Name: Whole Foods Market Mid-Atlantic, 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 X No

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

Signature

July 10, 1998
Date

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

Mail documents to be recorded with required cover sheet information to:

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Washington, D.C. 20231

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CERTIFICATE OF MAILING
37 C.F.R. 1.8

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Date

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William G. Barber

MRD 4-10-98

04-30-1998

FORM PTO-1594



U.S. Department of Commerce

1-31-92

Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, please enclose the attached original document or copy thereof.

1. Name of conveying party(ies):  
 Fresh Fields Markets, Inc.

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

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

3. Nature of conveyance:  
 Assignment \_\_\_\_\_  Merger \_\_\_\_\_  
 Security Agreement \_\_\_\_\_ Change of Name \_\_\_\_\_  
 Other \_\_\_\_\_

Execution Date: 08/30/96

2. Name and address of receiving party(ies):  
 Name: Whole Foods Market Mid-Atlantic, Inc.  
 Internal Address:  
 Street Address:  
 City: State: Zip:

individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 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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 City: Houston State Texas Zip: 77210

6. Total number of applications and registrations involved: 1

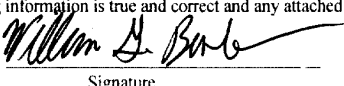
7. Total fee (37 C.F.R. 3.41)----- \$ 40.00

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8. Deposit account number: 01/2508/WHOL033/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  April 7, 1998  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

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

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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:

  
 Date William G. Barber

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHOLE FOODS MARKET MID-ATLANTIC, INC.", A DELAWARE CORPORATION,

WITH AND INTO "FRESH FIELDS MARKETS, INC." UNDER THE NAME OF "WHOLE FOODS MARKET MID-ATLANTIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 1996, AT 3:45 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2249102 8100M

960254248

AUTHENTICATION: 8088937

DATE TRADEMARK  
08-30-96

REEL: 1755 FRAME: 0241

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 08/30/1996  
960254248 - 2249102

**CERTIFICATE OF MERGER  
OF  
DOMESTIC CORPORATIONS**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, Fresh Fields Markets, Inc., a Delaware corporation, hereby delivers to the Secretary of State of Delaware the following Certificate of Merger:

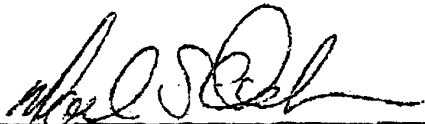
- 1. The names of the constituent corporations in the merger and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Fresh Fields Markets, Inc.	Delaware
Whole Foods Market Mid-Atlantic, Inc.	Delaware

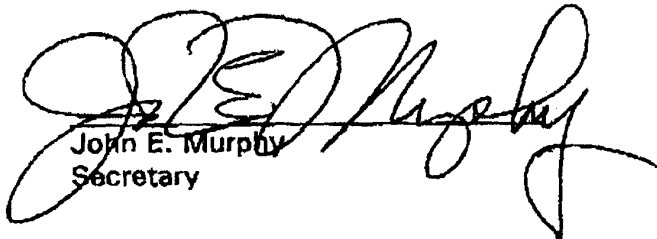
- 2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
- 3. Whole Foods Market Mid-Atlantic, Inc. will merge with and into Fresh Fields Markets, Inc. (the "Merger"), and Fresh Fields Markets, Inc. shall be the corporation surviving the Merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware; provided, however, the name of the Surviving Corporation, Fresh Fields Markets, Inc., as amended, shall be "Whole Foods Market Mid-Atlantic, Inc." The Restated Certificate of Incorporation, amended in its entirety, of Fresh Fields Markets, Inc., as the Surviving Corporation, shall be as reflected on Exhibit A attached hereto.
- 4. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 6015 Executive Boulevard, Rockville, Maryland 20852. A copy of the Agreement and Plan of Merger will be furnished by Fresh Fields Markets, Inc., as the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger as of the 30th day of August, 1996.

FRESH FIELDS MARKETS, INC.

By:   
Mark S. Ordan  
President

ATTEST:

  
John E. Murphy  
Secretary

69385.01

**EXHIBIT "A"****RESTATED CERTIFICATE OF INCORPORATION**

1. The name of the Corporation is Whole Foods Mid-Atlantic, Inc.
2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.
5. The number of directors of the Corporation shall be fixed in the manner provided in the Bylaws of the Corporation, and until changed in the manner provided in the Bylaws shall be one in number.
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
8. A director of the Corporation shall not, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty to the Corporation or its stockholders.

TRADEMARK