

11-20-1998

FORM PTO-1594



U.S. Department of Commerce

(Rev. 6-93)

Patent and Trademark Office

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

100904962

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

11-13-98

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): 1,837,157

Additional numbers attached? Yes X No

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

Name: Sharon L. Williamson

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: 2

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:021/BAR
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Sharon L. Williamson

Name of Person Signing

Sharon L. Williamson

Signature

November 9, 1998

Date

Total number of pages including cover sheet, attachments and documents: 5

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

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

11/18/1998 DNGUYEN 00000205 1837157

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CERTIFICATE OF MAILING
37 C.F.R 1.8

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:

November 9, 1998

Date

Sharon L. Williamson

Sharon L. Williamson

State of Delaware
Office of the Secretary of State

PAGE 1

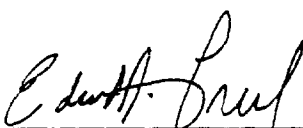
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.




Edward J. Freel, Secretary of State

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960254248

AUTHENTICATION: 8088937

DATE: 08-30-96

TRADEMARK
REEL: 1816 FRAME: 0148

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:45 PM 08/30/1996
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**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

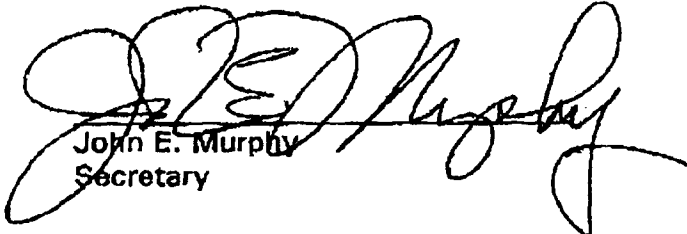
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. Whole Foods Market Mid-Atlantic, Inc. will merge with and into Fresh Fields Markets, 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

09386.01

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.