

FROM: Fax No. 413-548-8995

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.


<p>1. NAME OF CONVEYING PARTY</p> <p>KEURIG, INC.</p> <p>(Massachusetts corporation)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>KEURIG, INCORPORATED</p> <p>101 Edgewater Drive Wakefield, MA 01880</p> <p>(Delaware corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name</p> <p>Execution Date: <u>February 25, 1998</u></p>	<p>If assignee is not domiciled in the United States, a designation of domestic representative is attached.</p>
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.</p> <p>75/646745</p> <p>Additional numbers attached? No.</p>	<p>B. Trademark Registration Nos.</p> <p>1920805 2057361 2279955 2350466</p> <p>Additional numbers attached? No.</p>
<p>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER &amp; STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>5</u></p> <p>7. TOTAL FEE DUE: \$ <u>140</u></p> <p>The Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>19-0079</u></p>

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.

Timothy H. Hiebert  
Name of Person Signing

  
Signature

May 22, 2000      10. Total pages: 4  
Signature Date

508.00H

*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:

"KEURIG, INCORPORATED", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "KEURIG, INCORPORATED" UNDER THE NAME OF  
"KEURIG, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998, AT 9  
O' CLOCK A.M.



2863598 8100M

991568125

Handwritten signature of Edward J. Freel in cursive.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0188823

DATE: 01-08-00

TRADEMARK

REEL: 002051 FRAME: 0414

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 09:00 AM 02/25/1998  
 981073858 - 2863598

**CERTIFICATE OF MERGER  
 OF  
 KEURIG, INCORPORATED  
 (a Massachusetts corporation)  
 INTO  
 NEW KEURIG, INC.  
 (a Delaware corporation)**

The undersigned corporation, NEW KEURIG, INC. ("NEW KEURIG"), a corporation organized and existing under the laws of the state of Delaware, does hereby certify as follows:

(1) That the name and states of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
KEURIG, INCORPORATED	Massachusetts
NEW KEURIG, INC.	Delaware

(2) A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations in accordance with Title 8, Chapter 1, Section 252, of the Delaware Code.

(3) The name of the surviving corporation of the merger is New Keurig, Inc. a Delaware corporation.

(4) The certificate of Incorporation of New Keurig, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

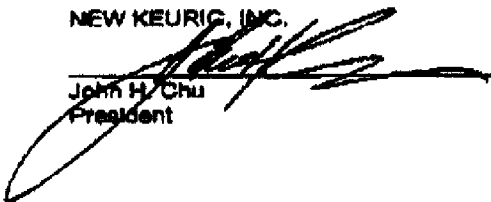
(5) The executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation and its address is 300 Bear Hill Road, Waltham, Massachusetts 02154.

(6) A copy of the Plan and Agreement of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

(7) The authorized capital stock of each constituent corporation which is a foreign corporation is as follows: Keurig, Incorporated, a Massachusetts corporation:

2,500,000 shares of Common Stock, par value \$0.01 per share;  
 103,091 shares of Series A Convertible Preferred Stock, par value \$0.01 per share;  
 500,000 shares of Series B Convertible Redeemable Preferred Stock, par value \$0.01 per share;  
 and  
 1,550,000 shares of Series C Convertible Redeemable Preferred Stock, par value \$0.01 per share.

NEW KEURIG, INC.

  
 John H. Chu  
 President

Dated: February 24, 1998

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/06/1998  
981093525 - 2863598

CERTIFICATE OF CORRECTION OF  
CERTIFICATE OF MERGER

OF

KEURIG, INCORPORATED (a Massachusetts corporation)  
INTO  
NEW KEURIG, INC. (a Delaware corporation)

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is NEW KEURIG, INC.
2. The Certificate of Merger of the corporation, which was filed by the Secretary of State of Delaware on February 25, 1998, is hereby corrected.
3. The inaccuracy to be corrected in said instrument is as follows:
  - (4) The certificate of incorporation of New Keurig, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.
4. The portion of the said instrument in corrected form is as follows:
  - (4) The certificate of incorporation of New Keurig, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation; provided, however, that Article First of the certificate of incorporation of the surviving corporation is hereby amended to change the name of the surviving corporation from New Keurig, Inc. to Keurig, Incorporated.

Signed on 3-05-98

  
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John H. Chu  
Secretary