

08-07-2000

Form PTC-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings => =>

RECORDATION F TRADEM



S. DEPARTMENT OF COMMERCE Patent and Trademark Office Box Assignments

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To the Honorable Commissioner of Patents and Trademarks: ... the attached original documents or copy thereof.

1. Name of conveying party(ies): Nature's Fresh Northwest, Inc. [x] Corporation - State Delaware

2. Name and address of receiving party(ies): Name: Wild Oats Markets, Inc. Street Address: 3375 Mitchell Lane City: Boulder State: CO ZIP: 80301

3. Nature of conveyance [x] Merger Effective Date: May 30, 1999

4. Application number(s) or registration number(s): Trademark Application No.(s)

B. Trademark Registration No.(s) 2,224,071

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sabrina C. Stavish Internal Address: SHERIDAN ROSS P.C. Suite 1200 Street Address: 1560 Broadway City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 8. Deposit account number: 19-1970

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. Sabrina C. Stavish Signature Date 7/12/00

Total number of pages including cover sheet, attachments and document: 7

08/07/2000 MTHAI1 00000048 2224071 01 FC/481 documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks Box Assignments Washington, DC 20231

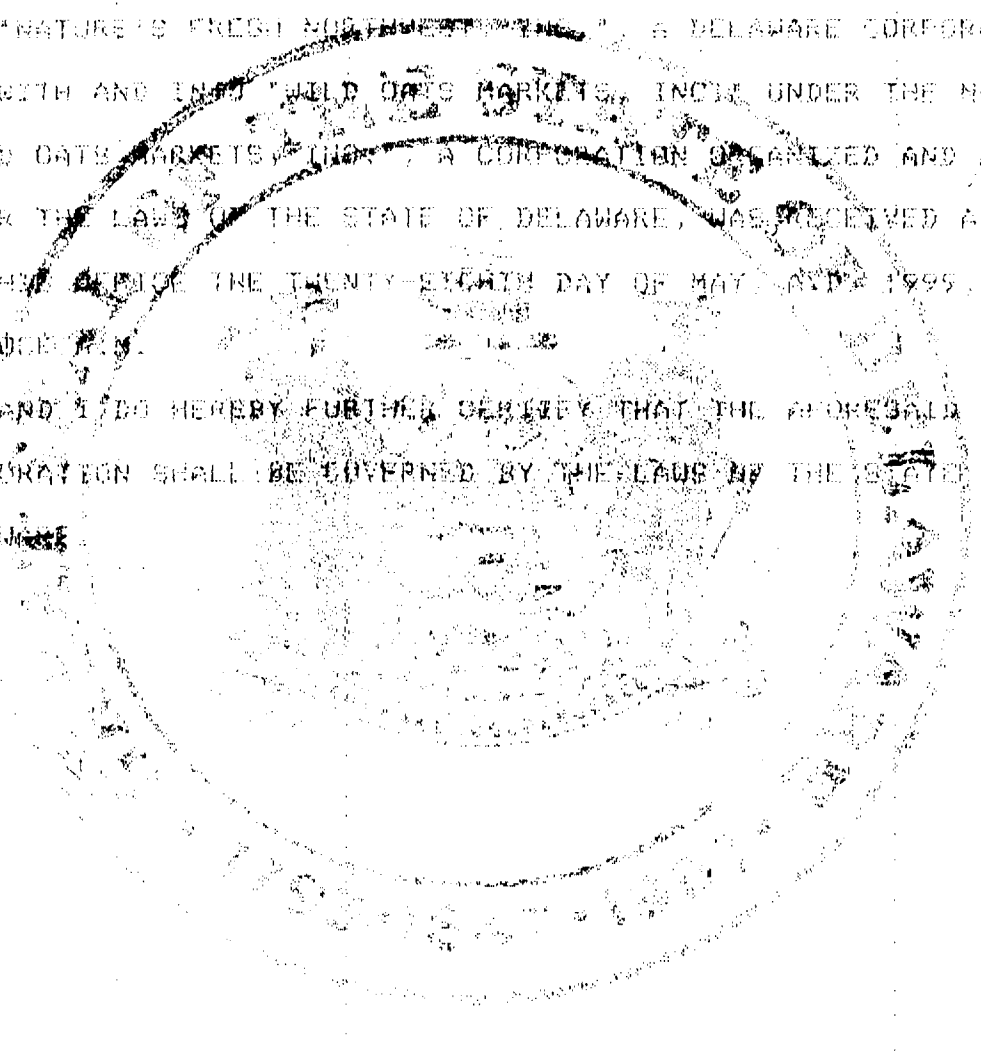
I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON July 12, 2000 BY: Sheridan Ross P.C.

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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

IN THE STATE OF DELAWARE, THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:  
SIGNATURE IS FRESH NORTHWEST, INC., A DELAWARE CORPORATION, WITH AND IN THE "WILD DATE MARKETS, INC" UNDER THE NAME OF "WILD DATE MARKETS, INC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

97-1420

DATE:

06-01-99

**TRADEMARK**  
**REEL: 002115 FRAME: 0342**

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**NATURES FRESH NORTHWEST, INC.**  
**(a Delaware corporation)**  
**INTO**  
**WILD OATS MARKETS, INC.**  
**(a Delaware corporation)**

It is hereby certified that:

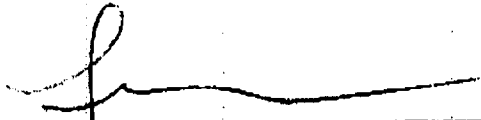
1. Wild Oats Markets, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Nature's Fresh Northwest, Inc., which is a business corporation of the State of Delaware.
3. The Corporation hereby merges Nature's Fresh Northwest, Inc. into the Corporation.
4. Attached hereto is a copy of the resolutions adopted on May 29, 1999 by the Board of Directors of the Corporation to merge the said Nature's Fresh Northwest, Inc. into the Corporation.
5. The Certificate of Incorporation of the Corporation shall be its Certificate of Incorporation.
6. An executed Agreement and Plan of Merger is on file at the office of the Corporation at 3375 Mitchell Lane, Boulder, Colorado, 80301.
7. A copy of the Agreement and Plan of Merger will be furnished by the Corporation on request, and without cost, to any shareholder of the constituent corporations.
8. The authorized capital stock of Nature's Fresh Northwest, Inc. consists of 1000 shares of Common Stock, with no par value.
9. This Certificate of Ownership and Merger shall become effective at 12:01 am on May 30, 1999.

Executed on this 29th day of May, 1999, to be effective on the date set forth above.

WILD OATS MARKETS, INC.

By: W. Beth Lewis  
Name: Mary Beth Lewis  
Title: President

Attest:



Freya Brier, Its Assistant Secretary

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**CONSENT OF THE  
DIRECTORS  
OF  
NATURE'S FRESH NORTHWEST, INC.  
(a Delaware corporation)**

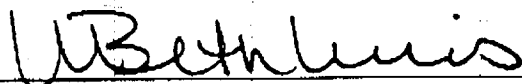
The following resolution was approved and adopted by the Directors of Nature's Fresh Northwest, Inc., a Delaware corporation (the "Company") on May 29, 1999.

WHEREAS, the undersigned as the Directors of the Company has determined that it is in the best interest of the Company to merge into Wild Oats Markets, Inc. in accordance with the terms and provisions of the Agreement and Plan of Merger, a copy of which has been provided to the undersigned (the "Plan of Merger").

WHEREAS, the undersigned hereby waive the mailing requirement for the Plan of Merger.

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan of Merger is hereby adopted by the undersigned, and the officers of the Company are hereby authorized and directed to negotiate, execute, deliver and do such other acts and things, make such other agreements or writings as such officers may deem to be appropriate in connection with the merger of the Company into Wild Oats Markets, Inc.



Mary Beth Lewis



Freya R. Brier

**EXHIBIT A****SECRETARY'S CERTIFICATE**

Freya R. Brier certifies that she is the Secretary of Nature's Fresh Northwest, Inc. a Delaware corporation (the "Company") and that the Directors of the Company adopted the following resolution by written consent:

WHEREAS, the undersigned as the Directors of the Company have determined that it is in the best interest of the Company to merge into Wild Oats Markets, Inc. in accordance with the terms and provisions of the Agreement and Plan of Merger, a copy of which has been provided to the undersigned (the "Plan of Merger").


WHEREAS, the undersigned hereby waive the mailing requirement for the Plan of Merger.

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan of Merger is hereby adopted by the undersigned, and the officers of the Company are hereby authorized and directed to negotiate, execute, deliver and do such other acts and things, make such other agreements or writings as such officers may deem to be appropriate in connection with the merger of the Company into Wild Oats Markets, Inc.

I further certify that the above Resolution has not been in any way rescinded, annulled or revoked but is still in full force and effect.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal of the Company on May 29, 1999.

  
\_\_\_\_\_  
Freya R. Brier, Secretary

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