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02-05-2001

U.S. Patent & TMO/TM Mail Rpt. Dt. #40



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Submission Type 2-5-01

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Document ID #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party Mark if additional names of conveying parties attached

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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Address (line 3)

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Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Pages Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,145,537"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Marc A. Bergsman

Signature

Date Signed

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, *BILL BRADBURY*, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

U.M., INC.

was filed under the Oregon
Business Corporation Act
on **March 30, 1993**
Articles of Merger
were filed on **March 17, 1998**
merging with and into
COFFEE BEAN INTERNATIONAL, INC.

I further certify that
COFFEE BEAN INTERNATIONAL, INC.

is active on the records of the Corporation Division as of the date of this certificate.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By



Marilyn R. Smith

January 30, 2001



03/17/98 3:49PM 000H6546 ASO
BUSINESS RES \$10.00



Phone: (503) 886-2200
Fax: (503) 378-4381
Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Articles of Merger
For office use only

FILED

MAR 17 1998

OREGON
SECRETARY OF STATE

Registry Number: 129369-10

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

- 1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE
- A. _____
- B. _____
- 2) NAME OF THE SURVIVING CORPORATION _____
- Check here if there is a name change in this plan of merger.
- 3) A COPY OF THE MERGER PLAN IS ATTACHED.
- 4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW.

Corporation A

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

- 5) NAME OF PARENT CORPORATION Coffee Bean International, Inc.
Oregon Registry Number 129369-10
- 6) NAME OF SUBSIDIARY CORPORATION U.M., Inc.
Oregon Registry Number 338985-86
- 7) NAME OF SURVIVING CORPORATION Coffee Bean International, Inc.
- 8) COPY OF PLAN
- A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.
- 9) CHECK THE APPROPRIATE BOX
- A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____, 19____.
- The mailing of a copy of the plan or summary was waived by all outstanding shares.

Handwritten initials and date: HSB 3/17/98

10) EXECUTION

Printed Name _____ Signature James M. Myers Title President

11) CONTACT NAME _____ DAYTIME PHONE NUMBER (503) 222-9981

R. Cammon Turner

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

CR117 (Rev. 8/90)