



To the Honorable Director of Patents and Trademarks. F

Copy thereof.

1. Name of conveying party(ies): Wholepeople.com, Inc.

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

101752863
6-7-01

Name and address of receiving party(ies):

Name: Whole Foods Market Group, Inc.

Internal Address: _____

Street Address: 601 N. Lamar Boulevard, Suite 300

City Austin State TX ZIP 78703

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 21, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See the attached Schedule A.

B. Trademark Registration No.(s)

75819458

Additional numbers attached? Yes No

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

Name: Christopher L. Graff

Internal Address: SKJERVEN, MORRILL, MacPHERSON,
FRANKLIN & FRIEL LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41):\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-2386
(Attach duplicate copy of this page if paying by deposit account)

06/18/2001 LNUELLER 00000013 192386 75819458

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 375.00 CH

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.

Christopher L. Graff
Name of Person Signing

June 7, 2001
Date

Total number of pages comprising cover sheet: 2

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

Do not detach this portion

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

Director of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-011), Washington, D.C. 20231.

TRADEMARK

REEL: 002315 FRAME: 0106

SCHEDULE A

<u>ATTY. DKT NO.</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>MARK</u>
TM-2365i US	75/819,458		WHOLEPEOPLE.COM
TM-2366i US	75/819,463		WHOLE PEOPLE
TM-2374i US	75/827,476		WHOLE LIVING
TM-2375i US	75/827,477		WHOLELIVING.COM
TM-2466i US	75/819,462		WHOLE HEARTS
TM-2467i US	75/821,044		WHOLEHEARTS.COM
TM-2473i US	75/820,665		WHOLE JOURNEYS
TM-2474i US	75/821,038		WHOLEJOURNEYS.COM
TM-2477i US	75/821,154		WHOLE PET
TM-2478i US	75/821,045		WHOLEPET.COM
TM-2479i US	75/821,046		WHOLE PETS
TM-2480i US	75/820,666		WHOLEPETS.COM
TM-2481i US	75/820,667		WHOLE MEDICA
TM-2482i US	75/819,464		WHOLEMEDICA.COM
TM-2484i US	75/851,780		WHOLE SPECTRUM
TM-2485i US	75/851,775		WHOLESPPECTRUM.COM

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"WHOLEPEOPLE.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WHOLE FOODS MARKET GROUP, INC." UNDER THE NAME OF "WHOLE FOODS MARKET GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Secretary of State

AUTHENTICATION: 0919886

DATE: 01-17-01

2249102 8100M

001644994

TRADEMARK
REEL: 002315 FRAME: 0108

**CERTIFICATE OF MERGER
OF
DOMESTIC CORPORATIONS**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, Whole Foods Market Group, 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>
Whole Foods Market Group, Inc.	Delaware
WholePeople.com, 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. WholePeople.com, Inc. will merge with and into Whole Foods Market Group, Inc. (the "Merger"), and Whole Foods Market Group, 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. The Certificate of Incorporation of Whole Foods Market Group, Inc. shall be the Surviving Corporation's certificate of incorporation.
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 601 N. Lamar Boulevard, Suite 300, Austin, Texas 78703. A copy of the Agreement and Plan of Merger will be furnished by Whole Foods Market Group, 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 21 day of December, 2000.

WHOLE FOODS MARKET GROUP, INC.

By: Glenda Flanagan
Name: Glenda Flanagan
Title: President

174703.1/1#374.1