

07-26-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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101788616

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

1. Name of conveying party(ies):
 Healing Arts Publishing, LLC
 7-260)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other California Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Gaiam International, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 321 Hampton Drive
 City: Venice State: CA Zip: 90291

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 3, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75441803

B. Trademark Registration No.(s)
2073836

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jonathan Kirsch
 Internal Address: Suite 1700

07/26/2001 LNUELLER 00000063 75441803

01 FC:481 40.00 DP
 02 FC:482 400.00 DP

Street Address: 1875 Century Park East
 City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 440.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Jonathan Kirsch
 Name of Person Signing

Signature

7/19/01
 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

CONTINUATION OF ITEM 4

Trademark Application Nos.	Trademark Registration Nos.
75441594	2194961
75441583	2193301
75882745	2193333
75882781	2394592
76129584	2403142
76129585	2405037
	2361194
	2378910
	2441867



State of California
Bill Jones
Secretary of State

OTHER BUSINESS ENTITY
CERTIFICATE OF MERGER

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 8019.1 and 12540.1)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: Gaiam International, Inc.	2. Type of entity: Corporation	3. Secretary of State File Number: 2254243	4. Jurisdiction: California
5. Name of disappearing entity: Healing Arts Publishing	6. Type of entity: LLC	7. Secretary of State File Number: 101998247023	8. Jurisdiction: California

9. Future effective date, if any: _____ Month _____ Day _____ Year

10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:

Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
100 shares/common issued	100%	2 Members	100%

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

12. If equity securities of a parent party are to be issued in the merger:
 No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.

13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.

SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.

14. Principal business address of the surviving other business entity:
 Address: _____ State: _____ Zip: _____
 City: _____

15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger:
 Corp. Code Sect. 17550

17. Number of pages attached, if any: -0-

18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Lynn Powers 4/3/01
 Signature of Authorized Person for the Surviving Entity Date

Lynn Powers 4/3/01
 Signature of Authorized Person for the Surviving Entity Date

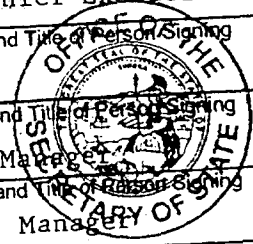
Lynn Powers 4/3/01
 Signature of Authorized Person for the Disappearing Entity Date

[Signature] 4/3/01
 Signature of Authorized Person for the Disappearing Entity Date

LYNN POWERS, Chief Executive Officer
 Type or Print Name and Title of Person Signing Date

LYNN POWERS, Manager
 Type or Print Name and Title of Person Signing Date

JIRKA RYSAVY, Manager
 Type or Print Name and Title of Person Signing Date



For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.

FORM OBE Merger-1 - Approved by Secretary of State