

02-06-2003

FORM PTO-1594



ET

U.S. Department of Commerce
Patent and Trademark Office

(Rev. 6-93)

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

102358744

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

1. Name of conveying party:

WHOLEPEOPLE.COM, INC. *25.03*

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

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

3. Nature of conveyance:

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

Effective Date: December 21, 2000

2. Name and address of receiving party:

Name: WHOLE FOODS MARKET GROUP, INC.

Internal Address:

Street Address: 601 N. Lamar, 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
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s): 75/821,313

B. Trademark Registration No.(s): _____

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: Thompson & Knight LLP

Street Address: 1200 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved: _____

7. Total fee (37 C.F.R. 3.41) \$ 40.00

[\$40 for 1st...\$25 each additional]

Enclosed
 Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 20-0821/503320.017010

(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.

Christopher L. Graff

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and documents: _____

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

BOX ASSIGNMENT

Commissioner of Patents and Trademarks
Washington, D.C. 20231

02/06/2003 LMUELLER 00000030 75821313

01 FC:8521

40.00 UP

503320 017010 AUSTIN 190524.1

CERTIFICATE OF MAILING
37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date below:

Date

Christopher L. Graff

TRADEMARK
REEL: 002665 FRAME: 0853

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

2249102 6100M

AUTHENTICATION: 0919886

001644994

DATE: 01-17-01

TRADEMARK
REEL: 002665 FRAME: 0854

**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:
Name:
Title:

Glenda Flanagan
Glenda Flanagan
President

174703,1/18374,1

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 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, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Secretary of State

2249102 8330

010026978

AUTHENTICATION: 0920308

DATE: 01-17-01

RECORDED: 02/05/2003

TRADEMARK
REEL: 002665 FRAME: 0857