

02-21-2003

FORM PTO-1594

U.S. Department of Commerce

(Rev. 6-93)



Patent and Trademark Office

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

102369518

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.** *2-19-03*

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): **76/005,218**  
 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: 1

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: 20-0821/503320.145010  
 (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]*  
 Signature

2-10-03  
 Date

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

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

**BOX ASSIGNMENT**  
 Commissioner of Patents and Trademarks  
 Washington, D.C. 20231

02/20/2003 DBYRNE 00000038 76005218  
 01 FC:8521 (40.00 DP)

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:

2-10-03  
 Date

*[Signature]*  
 Christopher L. Graff

503320 145010 AUSTIN 190569.1

**TRADEMARK**  
**REEL: 002674 FRAME: 0756**

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

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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 8100M

AUTHENTICATION: 0919886

001644994

DATE: 01-17-01

TRADEMARK  
REEL: 002674 FRAME: 0757

**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

174703,1/18274.1

State of Delaware  
Office of the Secretary of State

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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: 02/19/2003

TRADEMARK  
REEL: 002674 FRAME: 0760