

05-19-2003

FORM PTO-1594

RECORD



Director, U.S. Patent and Trademark Office
Stop Assignment Recordation Services
Toll Free Docket No. 08957.1129

5-16-03

102450891

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

1. Name(s) of conveying party(ies):

The Coffee Connection, Inc.

- Individual(s)
- Association
- Limited Partnership
- Corporation (Massachusetts)
- General Partnership
- Other:

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

3. Nature of conveyance:

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

Execution Date: December 30, 1999

2. Name(s) and address(es) of receiving party(ies):

Name: Starbucks Corporation

Address: 2401 Utah Avenue South
Seattle, Washington 98134

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation (Washington)
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation 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 Number(s):

B. Trademark Registration Number(s):

1,216,038

Additional numbers attached?

Yes No

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

Name: Julia Anne Matheson

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Julia Anne Matheson

Name of person signing

Signature

May 9, 2003

Date

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

PLAN OF MERGER

This Plan of Merger is made and entered into, by and between THE COFFEE CONNECTION, INC., a Massachusetts corporation ("TCC"), and STARBUCKS CORPORATION, a Washington corporation ("Starbucks").

1. Starbucks, which is a business corporation of the State of Washington and is the owner of all of the outstanding shares of TCC, which is a business corporation of the State of Massachusetts, hereby merges TCC into Starbucks pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the General Laws of Massachusetts.
2. The separate existence of TCC shall cease at the effective time and date of the merger, and Starbucks shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.
3. The Articles of Incorporation of Starbucks are not amended in any respect by this Plan of Merger.
4. The shares of capital stock of TCC outstanding immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share, which is outstanding, shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of Starbucks capital stock outstanding at the effective time and date of the merger is to be an identical outstanding share of Starbucks capital stock.
6. No shares of Starbucks capital stock and no shares, securities or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of Starbucks are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.
8. The Merger shall be effective on the date the Articles of Merger are filed by the respective Secretary of State offices.

UJ1001 12

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing:

December 31, 1999

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any debt or liability of any corporation organized under the laws of Massachusetts with which it has merged, and any obligations incurred or assumed by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), as well as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 29th day of DECEMBER, 19 99.

Shelley B. Lanza
SHELLEY B. LANZA

~~XXXXXXXXXX~~ Vice President.

Jinlong Wang
JINLONG WANG

~~XXXXXXXXXX~~ Assistant Clerk.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

11/10/99

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00, having been paid, said articles are deemed to have been filed with me this 30th day of December, 19 99.

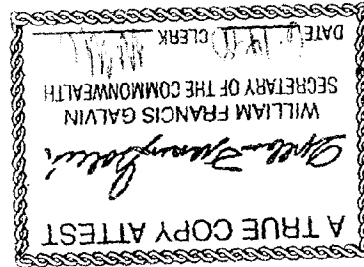
Effective date: December 31, 1999

SECRETARY OF THE COMMONWEALTH
99 DEC 30 PM 3:35
CORPORATION DIVISION

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

STARBUCKS CORPORATION (parent)
THE COFFEE CONNECTION, INC. (subsidiary)



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

STARBUCKS CORPORATION
ATTN.: SUZIE SENDROY
2401 UTAH AVE, SOUTH, MS. LA1
SEATTLE, WA 98134
Telephone: (206) 318-8737

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF MERGER

to

STARBUCKS CORPORATION

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merging THE COFFEE CONNECTION, INC. (A Massachusetts corp. not qualified in Washington) into STARBUCKS CORPORATION

UBI Number: 600 611 109

Date: December 30, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-367126-6

FEDERAL IDENTIFICATION
NO. 91-132567 ✓
Fee: \$250.00 3 Reg. 08

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

We, SHELLEY B. LANZA ~~XXXXXX~~ Vice President,

and JINLONG WANG ~~XXXXXX~~ Assistant Clerk,

of STARBUCKS CORPORATION
(Exact name of corporation)

organized under the laws of Washington ✓ and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
The Coffee Connection, Inc. Federal Identification No. 04-2810077	Massachusetts	01/01/84 ✓

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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P.C.

05/06/93

At a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 24B, Subsection (a) was duly adopted:

WHEREAS, the Company is the sole shareholder of The Coffee Connection, Inc., a Massachusetts corporation ("TCC"); and

WHEREAS, for the efficient administration and operation of the businesses of the Company and TCC, it is in the best interests of the Company to dissolve TCC through the merger of TCC with and into the Company (with the Company being the surviving corporation) pursuant to the Plan of Merger attached hereto as Exhibit B (the "TCC Plan");

NOW, THEREFORE, BE IT RESOLVED, that the merger of TCC with and into the Company is hereby approved in all respects and Orin Smith, John B. Richards, Michael Casey, Shelley B. Lanza and G. Scott Greenburg are hereby authorized and directed (i) to execute the TCC Plan and the Articles of Merger related to the TCC Plan; and (ii) to file the Articles of Merger with the appropriate governmental offices and (iii) to take such other action as is necessary to effectuate the merger at such time as any such officer determines to be in the best interests of the Company.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

TRADEMARK