

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Burt's Bees Corporation		01/01/2000	CORPORATION: MAINE

RECEIVING PARTY DATA

Name:	Burt's Bees, Inc.
Street Address:	701 Distribution Drive
City:	Durham
State/Country:	NORTH CAROLINA
Postal Code:	27709
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2171302	BURT'S BEES
Registration Number:	2240715	BURT'S BEESWAX
Registration Number:	2240716	BURT'S BEESWAX
Registration Number:	2244611	BURT'S BEESWAX
Registration Number:	2171300	BURT'S
Registration Number:	2169521	BABY BEE
Registration Number:	2173051	BABY BEE
Registration Number:	2146503	FARMER'S MARKET
Registration Number:	1794609	FARMER'S FRIEND
Registration Number:	2180582	FARMER'S FRIEND
Registration Number:	2197762	FARMER'S FRIEND
Registration Number:	2185820	GREEN GODDESS
Registration Number:	2165826	KITCHEN CUPBOARD
Registration Number:	2269884	WINGS OF LOVE
Registration Number:	2180568	WISE WOMAN

OP \$415.00 2171302

Registration Number:	2178272	FURRY FRIENDS
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CORRESPONDENCE DATA

Fax Number: (919)781-4865
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (919) 781-4000
Email: linman@wyrick.com
Correspondent Name: Lisa D. Inman
Address Line 1: 4101 Lake Boone Trail
Address Line 2: Suite 300
Address Line 4: Raleigh, NORTH CAROLINA 27607

ATTORNEY DOCKET NUMBER:	10489.24
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NAME OF SUBMITTER:	Robert T. Jones, Jr.
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Total Attachments: 2
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Delaware

PAGE 1

The First State

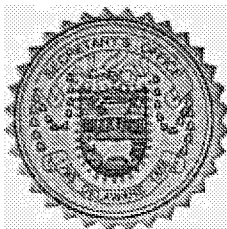
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BURT'S BEES CORPORATION", A MAINE CORPORATION,

WITH AND INTO "BURT'S BEES, INC." UNDER THE NAME OF "BURT'S BEES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE

TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, 2000



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3142145 8100M

AUTHENTICATION: 2722846

030700313

DATE: 10-31-03

TRADEMARK

REEL: 002740 FRAME: 0992

CERTIFICATE OF MERGER
of
BURT'S BEES CORPORATION
(a Maine corporation)
into
BURT'S BEES, INC.
(a Delaware corporation)

(Under Section 252 of the General Corporation Law of the State of Delaware)

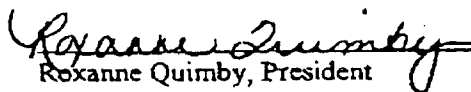
Burt's Bees, Inc., hereby certifies that:

The name and state of incorporation of each of the constituent corporations are:

- (a) Burt's Bees, Inc., a Delaware corporation ("BB-DE"); and
 - (b) Burt's Bees Corporation, a Maine corporation ("BB-ME").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by BB-DE and by BB-ME, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
 3. The name of the surviving corporation is Burt's Bees, Inc. a Delaware corporation.
 4. The certificate of incorporation of BB-DE shall be the certificate of incorporation of the surviving corporation.
 5. The surviving corporation is a corporation of the State of Delaware.
 6. The executed Agreement and Plan of Merger is on file at the principal place of business of BB-DE, at 18221-A Brownleigh Drive, Raleigh, NC 27612.
 7. A copy of the Agreement and Plan of Merger will be furnished by BB-DE, on request and without cost, to any shareholder of BB-DE, or to any shareholder of BB-ME.
 8. The authorized capital stock of BB-ME is 10,000 shares of Common Stock, \$.01 par value.
 9. This Certificate of Merger shall be effective as of 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, Burt's Bees, Inc. has caused this certificate to be executed in its corporate name this 20th day of December, 1999.

Burt's Bees, Inc. (a Delaware corporation)

By: 
Roxanne Quimby, President