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Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 2.27.04  
Method Products, Inc.  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Method Products, Inc.  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 1738 Union Street  
City: San Francisco State: CA Zip: 94123  
 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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
Execution Date: \_\_\_\_\_

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/297,869,  
76/208,489  
Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,733,195,  
2,799,641  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Donald L. Bartels, Esq.  
Internal Address: Coudert Brothers, LLP  
Street Address: Two Palo Alto Square  
3000 El Camino Real, 4th Floor  
City: Palo Alto State: CA Zip: 94306-2121

6. Total number of applications and registrations involved: 4  
7. Total fee (37 CFR 3.41).....\$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account \_\_\_\_\_  
8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
Donald L. Bartels      [Signature]      February 26, 2004  
Name of Person Signing      Signature      Date  
Total number of pages including cover sheet, attachments, and document: 4

03/01/2004 LMJELLER 00000146 76297869

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

01 FC:8521  
02 FC:8522

40.00 OP  
75.00 OP

TRADEMARK  
REEL: 002920 FRAME: 0429

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**METHOD PRODUCTS, INC.,**  
**A CALIFORNIA ENTITY**  
**INTO**  
**METHOD PRODUCTS, INC.,**  
**A DELAWARE ENTITY**

(Pursuant to Section 253 of the Delaware General Corporation Law)

Method Products, Inc., a California corporation (the "Company").

**DOES HEREBY CERTIFY:**

1. That the Company was incorporated on July 19, 2000, pursuant to the provisions of the General Corporation Law of the State of California.
2. The Company owns all of the outstanding shares of the stock of Method Products, Inc., a corporation incorporated on September 30, 2003, pursuant to the provisions of the General Corporation Law of the State of Delaware ("Method-Delaware").
3. The Board of Directors of the Company adopted the following resolutions to merge the Company into Method-Delaware at a meeting on September 30, 2003:

**RESOLVED**, that the Board of Directors hereby authorizes the officers of the Company to merge a Delaware corporation ("Method-Delaware") and to designate series of Preferred Stock of Method-Delaware with rights, preferences and privileges corresponding to the series of Preferred Stock of the Company as provided in the Company's Third Amended and Restated Articles of Incorporation along with such modifications as may be necessary under Delaware General Corporation Law to effect the intent of the terms and conditions on which the Company's shareholders made their investments.

**RESOLVED FURTHER**, that the Plan of Merger (the "Plan of Merger"), in substantially the form attached hereto as Exhibit A, with such amendments, additions, deletions and modifications and other changes therein as the authorized officers of the Company may deem necessary, pursuant to which the Company will merge with and into Method-Delaware ("Merger"), with Method Delaware as the surviving corporation, be, and it hereby is adopted, approved and ratified;

**RESOLVED FURTHER**, that upon effectiveness of the Merger, among other things:

(i) each share of Common Stock of the Company issued and outstanding immediately prior to the effective time of the Merger shall be converted into the right to receive one (1) share of Common Stock of Method-Delaware;

(ii) each share of Series A Preferred Stock, Series A-1 Preferred Stock and Series B Preferred Stock of the Company issued and outstanding immediately prior to the effective time of the Merger shall be converted into the right to receive one (1) share of Series A Preferred Stock, Series A-1 Preferred Stock and Series B Preferred Stock of Method-Delaware, respectively;

(iii) each unexpired and outstanding warrant or right to purchase, or each convertible security convertible into, Common Stock of the Company immediately prior to the effective time of the Merger, shall become exercisable for, or convertible into, that number of shares of Common Stock of Method-Delaware issuable or exercisable under the original warrant, right or convertible security issued by the Company, with the same exercise or conversion price applicable to the original warrant, right or convertible security and subject to the same terms and conditions;

(iv) each option issued and outstanding either under or outside the Company's stock option plan, as amended, immediately prior to the effectiveness of the Merger shall be assumed by Method-Delaware and will be exercisable for one (1) share of Method-Delaware Common Stock for each share of the Company's Common Stock and continue to be subject to the terms of the original option and have the same exercise price and vesting terms;

**RESOLVED FURTHER**, that the separate existence of the Company shall cease and Method-Delaware, as the surviving corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the effective date of the Merger, (ii) shall be subject to all actions previously taken by its and the Company's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of the Company, (iv) shall continue to be subject to all of the debts, liabilities and obligations of the Company as constituted immediately prior to the effective date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Company in the same manner as if Method-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and California General Corporation Law; and

**RESOLVED FURTHER**, that the officers of the Company be, and each of them acting alone is, hereby authorized and directed to seek shareholder approval of the Plan of Merger, the Merger and related transactions.

4. That pursuant to the Plan of Merger, the merger shall be effective upon the filing of this Certificate of Ownership with the Delaware Secretary of State.

5. The proposed merger has been adopted, approved, certified, executed and acknowledged by the holders of at least a majority of the outstanding shares of stock of the Company by written consent in accordance with the laws of the State of California.

Executed on October 2, 2003.

**METHOD PRODUCTS, INC.**, a California  
Company "PARENT"

By:



Name: Alastair Dorward

Title: President and Chief Executive Officer

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