

DATE OF DEPOSIT: October 19, 1999

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Unless filed with a new application, mail to: BOX ASSIGNMENT, Commission of Patents and Trademarks, Washington, D.C. 20231.

1. Name of conveying part(ies):  
Ingredients, LLC  
Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving part(ies):  
  
Ingredients.com, Inc.,  
a New York corporation,  
589 Eight Avenue, 9th Floor  
New York, NY 10018

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other  
Execution Date: July 8th, 1999

Additional name(s) & address(es) attached?  
 Yes  No

4. Application Number(s) or Trademark Number(s)

A. U.S. Trademark Registration No.(s)

B. U.S. Trademark Application Nos: 75/600,300 for INGREDIENTS  
75/695,605 for INGREDIENTS.COM  
75/631,077 for INGREDIENTS.COM  
Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning this document should be mailed:  
Name: Kimberly K. Teraberry  
Graham & James LLP/Riddell Williams P.S.  
1001 Fourth Avenue Plaza  
Suite 4500  
Seattle, Washington 98154-1065

6. Total number of U.S. trademark applications and U.S. trademarks involved: Three (3)  
7. Total fee (37 C.F.R. 3.41) \$90 (\$40.00 for 1st in document/ \$25 for each subsequent in document)  
Check No. 23458 is enclosed in this amount  
8. The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to deposit account number: 50-0946

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.

Kimberly K. Teraberry  
Name of Person Signing

Signature

October 19, 1999  
Date

Total Number of pages including cover sheet, attachments and document: Three (3)

10/22/1999 MTHAZ1 0000058 75690300  
01 FC:481 40.00 EP

291/143946.01  
101899/1320/50658.00002

10/22/1999 MTHAZ1 0000058 75690300  
40.00 EP  
50.00 EP  
01 FC:481  
02 FC:482

TRADEMARK  
REEL: 001977 FRAME: 0747

CT-07

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Certificate of Merger  
of Ingredients, LLC  
with and into Ingredients.com, Inc.

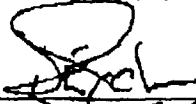
Pursuant to Section 904-a of the Business Corporation Law of the State of New York

The undersigned, upon penalty of perjury, hereby certifies as follows:

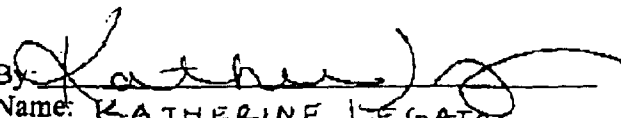
1. Ingredients, LLC (the "LLC") is a limited liability company organized and existing under the law of the State of New York. Ingredients.com, Inc. (the "Company"), is a corporation organized and existing under the law of the State of New York. The LLC's Certificate of Formation was filed with the Secretary of State's Office of the State of New York on November 16, 1998. The Company's Certificate of Incorporation was filed with the Secretary of State's Office of the State of New York on May 18, 1999. The LLC formed under the name of A&K Ingredients LLC.
2. The members of the LLC and the Company's board of directors have unanimously authorized and approved the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of July 1, 1999 (the "Merger Agreement"), pursuant to which the LLC will be merged with and into the Company (the "Merger"). After giving effect to the Merger, the separate existence of the LLC shall cease and the name of the surviving entity shall be "Ingredients.com, Inc."
3. The LLC has outstanding 500,000 Class A Membership Interests and such interests are entitled to one vote per interest. The Company has outstanding 3,500,000 shares of common stock, with each share entitled to one vote. Neither the LLC nor the Company has outstanding any other membership interests, shares of stock or other indicia of corporate ownership.
4. This Certificate of Merger shall become effective upon the date it is duly filed with the Secretary of State's Office of the State of New York. The agreement of merger is on file at 295 Greenwich Street, Suite 7N, NY, NY 10007.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company has caused this Certificate of Merger to be duly filed as of this 8th day of July, 1999.

INGREDIENTS.COM, INC.

By:   
Name: DAVID E. FALLER  
Title: CFO

INGREDIENTS, LLC

By:   
Name: KATHERINE LEGATOS  
Title: MANAGER

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State of New York }  
Department of State } *ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

JUL 12 1999



A handwritten signature in cursive script, appearing to read "J. Glavin", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)