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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Commissioner

101453326

attached original documents or copy thereof.

MED 7/21/00

1. Name of conveying party(ies):
Homegrocer.com, Inc.
10230 NE Points Drive, Suite 300
Kirkland, WA 98033-7879

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

2. Name and address of receiving party(ies):
 Name: **Homegrocer.com, Inc.**
 Internal Address: _____
 Street Address: **10230 NE Points Drive, Suite 300,**
 City: **Kirkland** State: **WA** ZIP: **98033-7879**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Washington**
 Other _____

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

3. Nature of conveyance:
 Assignment x Merger
 Security Agreement Change of Name
 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

Execution Date: **March 8, 2000**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/905,877; 75/905,652, and 75/906,297

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
N/A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Catherine H. Tran**
 Internal Address: **Perkins Coie LLP**
 Street Address: **1201 Third Avenue, Suite 4800**
 City: **Seattle** State: **WA** ZIP: **98101**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41):..... \$ **90.00**
 Enclosed
 Authorized to be charged to deposit account
 Charge any additional fees/credit any overpayment to
 Deposit Account No. 50-0665

8. Deposit account number:
50-0665
 (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.

Catherine H. Tran *Catherine H. Tran* **July 21, 2000**
 Name of Person Signing Signature Date

09/11/2000 NTHA11 0000063 75905877 Total number of pages comprising cover sheet, attachments and document: **5**

01 FC:481 40.00 OP
 02 FC:482 50.00 OP

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Mail documents to be recorded with required cover sheet information to:
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"HOMEGROCER.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HOMEGROCER.COM WASHINGTON, INC." UNDER THE NAME OF "HOMEGROCER.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MARCH, A.D. 2000, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0303320

DATE: 03-08-00

TRADEMARK
REEL: 002131 FRAME: 0295

CERTIFICATE OF MERGER

The undersigned, the Secretary of HomeGrocer.com Washington, Inc., a Washington corporation ("HomeGrocer.com Washington"), hereby certifies in connection with the merger (the "Merger") of HomeGrocer.com Washington and HomeGrocer.com, Inc., a Delaware corporation (the "HomeGrocer.com Delaware") that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
HomeGrocer.com, Inc.	Delaware
HomeGrocer.com Washington, Inc.	Washington

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL").

3. The surviving corporation shall be HomeGrocer.com Washington and the name of the surviving corporation shall be changed to HomeGrocer.com, Inc.

4. The articles of incorporation of HomeGrocer.com Washington, the surviving corporation, shall be the articles of incorporation of the surviving corporation.

5. The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation at 10230 NE Points Drive, Kirkland, WA 98033.

6. A copy of the agreement and plan of merger will be furnished by HomeGrocer.com Washington, the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. In accordance with DGCL, HomeGrocer.com Washington hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of HomeGrocer.com Delaware arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and HomeGrocer.com Washington hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is as follows: HomeGrocer.com, Inc., Attn: Kristin H. Stred, 10230 NE Points Drive, Kirkland, WA 98033-7879.

HomeGrocer.com Washington has caused the Certificate to be signed by Kristin H. Stred,
its authorized officer, this 7th day of March, 2000.

HomeGrocer.com Washington, Inc.

By: *Kristin Stred*
Secretary

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

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

HEMIGROCER.COM, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on January 20, 2000.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: March 8, 2000

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

tls 
Ralph Munro, Secretary of State

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