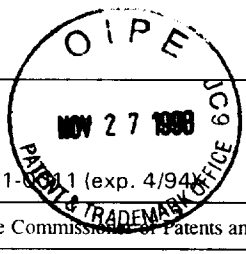


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TRADEMARKS

12-07-1998



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Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;">Bread & Circus, Inc.</p> <p>Individual(s) _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State (Massachusetts) _____ Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of conveyance:</p> <p>Assignment _____ <input checked="" type="checkbox"/> Merger _____ Security Agreement _____ Change of Name _____ Other _____</p> <p>Execution Date: 3/17/97</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Whole Foods Market Group, Inc.</p> <p>Internal Address _____</p> <p>Street Address: : 601 North Lamar Boulevard, Suite 300</p> <p>City: Austin State: Texas Zip: 78703</p> <p>Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):

A. Trademark Application No.(s): _____

B. Trademark Registration No.(s): 1,607,813; 1,623,240; 1,621,523; 1,621,489; 1,600,793, 1,618,939 and 1,734,758

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: William G. Barber</p> <p>Internal Address: Arnold, White & Durkee</p> <p>Street Address: P.O. Box 4433</p> <p>City: Houston State: Texas Zip: 77210</p>	<p>6. Total number of applications and registrations involved: 6</p> <hr/> <p>7. Total fee (37 C.F.R. 3.41)----- \$190.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if check insufficient or inadvertently omitted</p> <hr/> <p>8. Deposit account number: <u>01/2508/WHOL:065/BAR</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<p>William G. Barber Name of Person Signing</p>	<p><i>William G. Barber</i> Signature</p>	<p>11/23/98 Date</p>
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Total number of pages including cover sheet, attachments and documents: 5

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

CERTIFICATE OF MAILING
37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on the date below:

<p>11/23/98 Date</p>	<p><i>William G. Barber</i> William G. Barber</p>
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12/02/1998 JWATKINS 00000100 1607813
01 FC:481 40.00 OP
02 FC:482 150.00 OP

The Commonwealth of Massachusetts

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

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

(A) Bread & Circus, Inc.

(B) Whole Foods Market Group, Inc.

the constituent corporations, into

(B) Whole Foods Market Group, Inc.

*new corporation / *one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *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:

March 17, 1997

3. (For a merger)

*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

N/A

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

(MASS. - 1676 - 9/25/95)

(M) 3/25/96 C

(B) 11/19/96 N C

C
P
M
R.A. [] [] [] []

4

P.C.

(b) For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
	N/A			
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the resulting / surviving corporation.

(a) The street address (post office boxes are not acceptable) of the resulting / surviving corporation in Massachusetts is:

N/A -- the surviving corporation is organized under the laws of Delaware

If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:	N/A		
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:
N/A

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:
N/A

Item 5 below may be deleted if the *resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the 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 obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President/ *Vice President and *Clerk/ *Assistant Clerk of Bread & Circus, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Glenda Flanagan _____, *President / *Vice President

Linda Fontaine _____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Assistant Secretary of Whole Foods Market Group, Inc. a corporation organized under the laws of

Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Glenda Flanagan
Glenda Flanagan, President

†† Linda Fontaine
Linda Fontaine, Assistant Secretary

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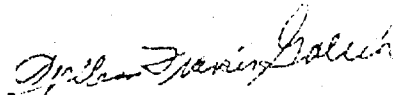
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

SECRETARY OF
THE COMMONWEALTH
97 FEB 25 PM 2:55
CORPORATION DIVISION

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250 , having been paid,
said articles are deemed to have been filed with me this 25th
day of February, 19 97.

Effective date March 17, 1997




WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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

Drenner & Stuart, L.L.P.
301 Congress Avenue, Suite 2100
Austin, Texas 78701
Attn: Gail Avila, Paralegal

Telephone: 512-404-2219

A TRUE COPY ATTEST

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 11/2/98 CLERK 