

MRP 5.14.99

05-20-1999



JULY 1999

To the Honorable Commissioner,

101041867

the attached original document or copy thereof.

1. Name of conveying party(ies):

Juice Concepts, L.C.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation, Other Utah limited liability company

2. Name and address of receiving party(ies):

Name: Zuka Juice, L.C.

Internal Address: Suite #8

Street Address: 350 East Center Street

City: Provo State: Utah ZIP: 84606

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: March 19, 1997

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation - State, Other Utah limited liability company

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

2,046,850 and 2,046,851

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: SNELL & WILMER L.L.P.

Internal Address: Attn: R. Lee Fraley

Street Address: One Arizona Center

400 East Van Buren

City: Phoenix State: AZ ZIP: 85004-0001

6. Total number of applications and registrations involved:

2

7. Total fee (37 C.F.R. §3.41) \$65.00

- Enclosed - check no. S&W 275102, Deficiency only authorized to be charged to deposit account

8. Deposit account number:

19-2814

05/19/1999 JSHABAZZ 00000158 2046850

DO NOT USE THIS SPACE

01 FC:481 02 FC:482

40.00 GP 25.00 GP

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.

R. Lee Fraley, Reg. No. 42,550

Name of Person Signing

Signature

May 11, 1999

Date

LCH 013812

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 21 day of MARCH
in the office of this Division and hereby issue
this Certificate thereof.

Examiner PS Date 3/25/97



Karla S. Woods
KORLA T. WOODS
Division Director

AMENDED ARTICLES OF ORGANIZATION
OF
JUICE CONCEPTS, L.C.
(CHANGING NAME OF COMPANY TO ZUKA JUICE, L.C.)

RECEIVED
MAR 21 1997

Utah Div. of Corp. Comm. Code

Pursuant to Utah Code Ann. § 48-2b-121, the undersigned person hereby
amends the Articles of Organization of Juice Concepts, L.C. (the "Company") as follows:

SS

FIRST

NAME AMENDMENT

On February 18, 1997, the members of the Company amended the original
articles of organization changing the name of the Company from Juice Concepts, L.C. to
Zuka Juice, L.C. A true and correct copy of the amendment is attached hereto.

SECOND

DATE OF REGISTRATION

The Company was registered with the Utah Division of Corporations and
Commercial Code on May 30, 1996.

IN WITNESS WHEREOF, I the undersigned manager, have executed these
Amended Articles of Organization in duplicate this 19 day of March, 1997 and say: I am
a member and manager herein; that I have read the above Amended Articles of Organization
and know the contents thereof and that the same is true to the best of my knowledge.

Dated this 19 day of March, 1997

MANAGER:

David Alan Duffin
480 East Winchester, Suite 205
Salt Lake City, UT 84107

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7080000063

AMENDMENT

**CHANGING NAME OF JUICE CONCEPTS, L.C.
TO ZUKA JUICE, L.C.**

Pursuant to Section 48-2b-121 of the Utah Code and Article 10 of the Operating Agreement for Juice Concepts, L.C. ("Operating Agreement"), the undersigned members of Juice Concepts, L.C. hereby amend the Operating Agreement and the Articles of Organization for Juice Concepts, L.C., both of which are dated May 30, 1996, to change the name of the company from Juice Concepts, L.C. to Zuka Juice, L.C. The members also authorize the name of Juice Concepts Management Company, L.C. to be changed to Zuka Juice Management, L.C. This amendment is effective upon the date it is approved and adopted as indicated below.

APPROVED AND ADOPTED BY:



DAVID A. DUFFIN, MANAGER

2/18/97

DATE

Robert M. Duffin

ROBERT M. DUFFIN, MEMBER

2/18/97

DATE

resd\namejc.bla