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101158708

To the Honorable Commissioner of P.

Please return me the attached original documents or copy thereof.

1. Name of conveying party(ies):

Zephyrhills Corp.

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

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

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

Name: Great Spring Waters of America, Inc.

Internal Address: Attn: D. Hassi

Street Address: 777 West Putnam Avenue

City: Greenwich State: CT ZIP: 06830

- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/31/93

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1797 239

Additional numbers attached? Yes No

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

Name: Great Spring Waters of America, Inc.

Internal Address: Attn: D. Hassi

Street Address: 777 West Putnam Avenue

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/13/1999 JSHABAZZ 00000186 1797239

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

DAVID G. HASSI
Name of Person Signing

Signature 4-22-99
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF AGREEMENT OF MERGER OF "CALISTOGA MINERAL WATER COMPANY, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, "ARROGHEAD WATER CORP." AND "GREAT WATERS OF FRANCE, INC." AND "POLAND SPRING CORPORATION" AND "ZEPHYRHILLS CORP." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE "LOWER RANGE POND CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MAINE, MERGING WITH AND INTO "THE DEB WATER COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "GREAT SPRING WATERS OF AMERICA, INC." AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1993, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4207191

DATE: 12/22/1993

TRADEMARK
REEL: 001954 FRAME: 0451

AGREEMENT OF MERGER

MERGING

ARROWHEAD WATER CORP., CALISTOGA MINERAL WATER COMPANY, INC.

GREAT WATERS OF FRANCE, INC., LOWER RANGE POND CORPORATION,

POLAND SPRING CORPORATION and ZEPHYRHILLS CORP. into

DEER PARK SPRING WATER INCORPORATED

1. Preamble.

1.1. Nature of Agreement. This is an Agreement of Merger by and among DEER PARK SPRING WATER INCORPORATED ("Deer Park" or the "Surviving Corporation"), ARROWHEAD WATER CORP. ("Arrowhead"), CALISTOGA MINERAL WATER COMPANY, INC. ("Calistoga"), GREAT WATERS OF FRANCE INC. ("Great Waters"), LOWER RANGE POND CORPORATION ("Lower Range"), POLAND SPRING CORPORATION ("Poland"), and ZEPHYRHILLS CORP. ("Zephyrhills") made and executed pursuant to Section 252 of the General Corporation Law of Delaware.

1.2. The Parties.

1.2.1. Deer Park is a Delaware corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on December 8, 1986, which Certificate of Incorporation has been amended from time to time. The registered office of Deer Park is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The registered agent at that address is The Corporation Trust Company.

1.2.2. Arrowhead is a Delaware corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on March 19, 1986, which Certificate of Incorporation has been amended from time to time. The registered office of Arrowhead is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The registered agent at that address is The Corporation Trust Company.

1.2.3. Calistoga is a California corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on January 3, 1978. The registered office of Calistoga is 818 W. Seventh Street, in the City of Los Angeles, County of Los Angeles, State of California. The registered agent at that address is the CT Corporation System.

1.2.4. Great Waters is a Delaware corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on June 17, 1976, which Certificate of Incorporation has been amended from time to time. The registered office of Great Waters is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The registered agent at that address is The Corporation Trust Company.

1.2.5. Lower Range is a Maine corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on August 1, 1979, which Certificate of Incorporation has been amended from time to time. The registered office of the clerk of Lower Range is One Monument Square, Portland, Maine 04101. The registered clerk at that address is David J. Champoux.

1.2.6. Poland is a Delaware corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on September 15, 1980, which Certificate of Incorporation has been amended from time to time. The registered office of Poland Spring is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The registered agent at that address is The Corporation Trust Company.

1.2.7. Zephyrhills is a Delaware corporation incorporated pursuant to a Certificate of Incorporation filed with the Secretary of State on December 12, 1986, which Certificate of Incorporation has been amended from time to time. The registered office of Zephyrhills is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The registered agent at that address is The Corporation Trust Company.

2. Agreement of Merger. Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills shall be merged into Deer Park subject to the terms and conditions of this Agreement.

3. Terms and Conditions of Merger;
Mode of Carrying it into Effect.

3.1. Effective Date. The merger shall become effective at 12:00 midnight on December 31, 1993 ("Effective Date of Merger").

3.2. Effect of Merger. Except as otherwise specifically provided below, the identity, existence, purposes, powers, franchises, rights and immunities of Deer Park shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills shall be merged into Deer Park, and Deer Park shall be fully vested therewith. The separate corporate existence of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, except insofar as the same may be continued by statute, shall cease upon the effective date of the merger.

3.3. Certificate of Incorporation. The Certificate of Incorporation of Deer Park shall remain and be the Certificate of Incorporation of the Surviving Corporation except the name shall be changed to Great Spring Waters of America, Inc.

3.4. By-Laws. The By-Laws of Deer Park shall remain and be the By-Laws of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof.

3.5. Transfer of Rights, Etc. Upon the effective date of the merger, all rights, privileges, powers, franchises and interests of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, both of a public and private nature, all of the property, real, personal and mixed, all debts due on whatever account to Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, all things in action or belonging to each or any of them and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Corporation, without further act or deed, as effectively as they were vested in Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, and all claims, demands, property and every other interest shall be effectively the property of the Surviving Corporation as they were of Arrowhead, Calistoga, Great Waters of France, Lower Range, Poland and Zephyrhills, the title to any real estate, vested in Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, by deed or otherwise, shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon the property of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, shall be preserved, unimpaired and all debts, liabilities, restrictions and duties of each or any of them shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

3.6. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or as a result of the merger provided for this Agreement of Merger, the Surviving Corporation is appointed the due and lawful attorney of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, in their respective names to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger, and the proper officers and directors of Deer Park are fully authorized in the name of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, to take any and all such action.

4. Name of Surviving Corporation. The name of the Surviving Corporation is Deer Park Spring Water Incorporated. which and shall be changed to Great Spring Waters of America, Inc., a Delaware corporation.

5. Directors, Officers and Capitalization of Surviving Corporation.

The directors, officers and capitalization of the Surviving Corporation shall not be affected, altered or changed by virtue of the merger.

6. Manner of Converting Stock of Arrowhead Water Corp., Calistoga Mineral Water Company, Inc., Great Waters of France, Inc., Lower Range Pond Corporation, Poland Spring Corporation and Zephyrhills Corp., into Stock of the Surviving Corporation.

All shares of capital stock of Arrowhead, Calistoga, Great Waters, Lower Range, Poland and Zephyrhills, shall be marked "canceled" as of the effective date of the merger, and thereafter, they shall be deemed to have no force or effect. The shares of the Surviving Corporation shall remain unchanged. All shares of the capital stock of the Surviving Corporation issued and outstanding after the effective date of the merger shall be and remain fully paid and non-assessable, and shall be deemed fully issued as the capital stock of the Surviving Corporation without further attention on the part of the Surviving Corporation or its shareholders.

7. Amendment of Charter. The Surviving Corporation shall have the right to amend, alter or repeal any provision contained in this Agreement of Merger which might be con-

tained in an original or amended certificate of incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on shareholders by this Agreement are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement of Merger by the Secretary of each corporation have caused these presents to be signed by their respective President and attested by their respective Secretary as the respective act, deed and agreement of each said corporation on this 6 day of December, 1993.

ATTEST: <u>J. M. Egan</u> Secy.	DEER PARK SPRING WATER, INCORPORATED By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> ASST. Secy.	ARROWHEAD WATER CORP. By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> ASST. Secy.	CALISTOGA MINERAL WATER COMPANY, INC. By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> ASST. Secy.	GREAT WATERS OF FRANCE, INC. By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> Secy.	LOWER RANGE POND CORPORATION By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> ASST. Secy.	POLAND SPRING CORPORATION By: <u>John E. Giffney</u> President
ATTEST: <u>J. M. Egan</u> ASST. Secy.	ZEPHYRHILLS CORP. By: <u>John E. Giffney</u> President