

10-07-1999



SHEET

TRADEMARK

OCT

Our Ref: 47630-0001

101163467

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

MRO
10-4-99

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
June 15, 1999
- Change of Name
- Other _____

Conveying Party

____ Mark if additional names of conveying parties attached

Name Beverage America, Inc

Execution Date
Month Day Year

May 28, 1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Michigan

Receiving Party

____ Mark if additional names of receiving parties attached

Name ABC Beverage Corp.

DBA/KA/TA _____

Composed of _____

Address (line 1) 7955 South Cass Avenue, Suite 201

Address (line 2) Darien, Illinois 60561

Address (line 3) _____

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Michigan

10/05/1999 DNGUYEN 00000248 2124663

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (212) 309-6764

Name Jessica N. Cohen

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

Pages Enter the total number of pages of the attached conveyance document including any attachments.

11

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,124,663

2,173,275

Number of Properties Enter the total number of properties involved.

2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment: Enclosed X Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No _____

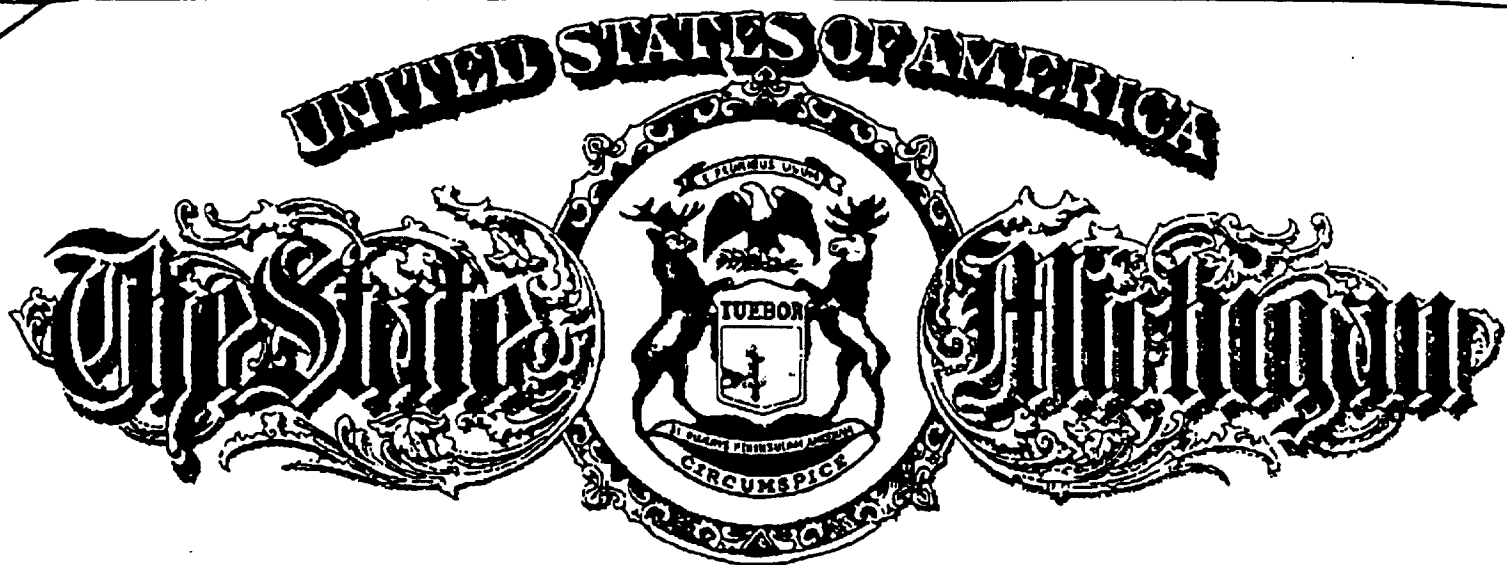
Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Jessica N. Cohen
Name of Person Signing

Jessica N. Cohen
Signature

10/1/99
Date Signed



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of June, 1999.

Julie Croll

, Director

Corporation, Securities and **TRADEMARK** Department Bureau

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

JUN 15 1999

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

JUN 15 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Name

517-663-2525 Ref # 93949
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI 48827

EFFECTIVE DATE:

Expiration date for new assumed names: December 31.

Expiration date for transferred assumed names appear in item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Beverage America, Inc.

482-371

THL-SBI Acquisition Corp.

b. The name of the surviving (new) entity and its identification number is:

Beverage America, Inc.

482-371

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

7955 South Cass Avenue, Suite 201, Darien, Illinois 60561

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, 19_____.

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>THL-SBI Acquisition Corp.</u>	<u>See Exhibit A attached hereto</u>	<u>common stock</u>	<u>no class voting</u>
<u>Beverage America, Inc.</u>	<u>See Exhibit A attached hereto</u>	<u>Class A Common Stock</u> <u>Class B Common Stock</u>	<u>Class A - voting</u> <u>Class B - voting</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: See Exhibit B attached hereto

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: See Exhibit C attached hereto

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Beverage America, Inc.

By

Mike Coughlin, VP.
(Signature of Authorized Officer or Agent)

MIKE COUGHLIN
(Type or print name)

THL-SBI Acquisition Corp.
(Name of Corporation)

By

William H. Nelson, VP
(Signature of Authorized Officer or Agent)

WILLIAM H. NELSON
(Type or print name)

Beverage America, Inc.
(Name of Corporation)

TRADEMARK

REEL: 001970 FRAME: 0707

EXHIBIT A

Designation and
number of outstanding
shares in each class
or series

Name of corporation

THL-SBI Acquisition Corp.

1,003,312 shares of common stock, \$.01 par value

Beverage America, Inc.

2,618,991 shares of Class A Common Stock, \$.01 par value
114,074 shares of Class B Common Stock, \$.01 par value

EXHIBIT B

Upon the effective date of the merger, all shares of capital stock of THL-SBI Acquisition Corp. which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

1-NY/856819.1

TRADEMARK

REEL: 001970 FRAME: 0709

VOID SEAL APPEARS ONLY ON ORIGINAL

EXHIBIT C

S

Article I of the Restated Articles of Incorporation, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"The name of the corporation is ABC Beverage Corp. ✓"

and said Restated Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Michigan Business Corporation Act.

Office of the Secretary of State

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:

"THL-SBI ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "BEVERAGE AMERICA, INC." UNDER THE NAME OF "ABC BEVERAGE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.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

3056262 8100M

991239755

AUTHENTICATION: 9804551

DATE: TRADEMARK⁹

REEL: 001970 FRAME: 0711

CERTIFICATE OF MERGER

merging

THL-SBI ACQUISITION CORP.

(a Delaware corporation)

with and into

BEVERAGE AMERICA, INC.

(a Michigan corporation)

(Pursuant to Section 252 of the
General Corporation Law of Delaware)

THL-SBI Acquisition Corp., a Delaware corporation ("THL"), desires to merge with and into Beverage America, Inc., a Michigan corporation ("Beverage America"), pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "Merger"). THL hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations which plan to merge hereby (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
THL-SBI Acquisition Corp.	Delaware
Beverage America, Inc.	Michigan

SECOND: A Plan and Agreement of Merger, dated as of May 28, 1999, between THL and Beverage America (the "Plan"), 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 ("DGCL") and in accordance with the requirements of Section 703a of the Michigan Business Corporation Act (the "MBCA").

THIRD: The surviving corporation shall be Beverage America, Inc. (hereinafter, the "Surviving Corporation").

FOURTH: The Restated Articles of Incorporation of Beverage America in effect immediately prior to the filing of this Certificate of Merger shall be the Articles of Incorporation of the Surviving Corporation, except that Article I of the Restated Articles of Incorporation, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

“The name of the corporation is ABC Beverage Corp.”

and said Restated Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the MBCA.

FIFTH: The executed Plan is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561.

SIXTH: A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of THL, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of THL as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: c/o Secretary, 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561.

EIGHTH: The Merger herein certified shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of this 28 day of May, 1999.

BEVERAGE AMERICA, INC.

By: William M. Nelson
Name: WILLIAM M. NELSON
Title: V.P.

BEVERAGE AMERICA, INC.

Mark	Registration/ Application Number	Country/State	Date of Filing
BEVERAGE AMERICA, INC. & design	2,124,663	U.S.	December 30, 1997
BEVERAGE AMERICA, INC.	Ser. No. 635,869 <i>Reg. No.</i> <i>2,173,275</i>	U.S.	March 2, 1998 <i>reg. 7/14/98</i>