

11-08-1999

WBAM Ref. No.: 0035715-0011

FORM PTO-1594

(Rev. 6-93)



101194499

ER SHEET

U.S. DEPARTMENT OF COMMERCE

Y

Patent and Trademark Office

To the Honorable Com

record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Hansen's Juices, Inc.

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

Additional name(s) of conveying party(ies) attached?

Yes No

114.99

2. Name and address of receiving party(ies)

Name: The Fresh Juice Co. of California, Inc.

Internal Address:

Street Address: 875 West Eighth Street

City: Azusa State: CA Zip:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other - Trust

3. Nature of conveyance:

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

Execution Date: December 1, 1996

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1, 650, 961;

2, 054, 014

Additional numbers attached? Yes No

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

Name: Jane E. Pinzow-Naidoff

Internal Address: Whitman Breed Abbott & Morgan LLP

Street Address: 200 Park Avenue

City: New York State: New York Zip: 10166

6. Total number of applications and registrations involved..... 2

7. Total fee (37 CFR 3.41) \$65.00

Enclosed

Authorized to be charged to deposit account # 50-0297

8. Deposit account number: 50-0297

(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.

Jane E. Pinzow-Naidoff

Name of Person Signing

Jane E. Pinzow-Naidoff

Signature

November 2, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion

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

11/05/1999 DNGUYEN 00000213 1650961

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

01 FC:481

40.00 OP

02 FC:482

25.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

RFCS.TPTO

AGREEMENT OF MERGER

D532114

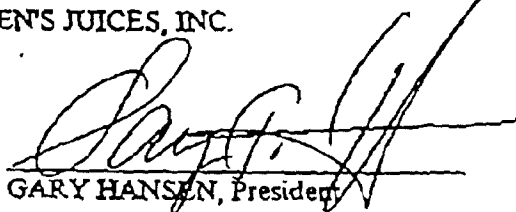
This Agreement of Merger is entered into between HANSEN'S JUICES, INC., a California corporation (herein "Merging Corporation") and The Fresh Juice Company of California, Inc., a Delaware corporation (herein "Surviving Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.


IN WITNESS WHEREOF the parties have executed this Agreement

HANSEN'S JUICES, INC.

BY:

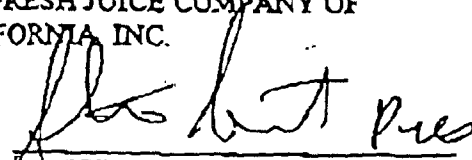

GARY HANSEN, President

BY:



JEFFREY HEAVIRLAND, Secretary

THE FRESH JUICE COMPANY OF CALIFORNIA, INC.

BY:


STEVEN SMITH, President

BY:


STEVEN M. BOGEN, Secretary

RECORDED - FILED
In the office of the Secretary of State
of the State of California

DEC 2 1998

BILL JONES, Secretary of State

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

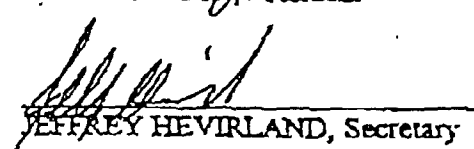
GARY HANSEN and JEFFREY HEAVIRLAND, certify that:

1. They are the President and Secretary, respectively of HANSEN'S JUICES, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of the Corporation.
3. The Shareholders approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 34.22.

We further declared under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 1, 1996


GARY HANSEN, President


JEFFREY HEVIRLAND, Secretary

CERTIFICATE OF APPROVAL
: OF
AGREEMENT OF MERGER

STEVEN SMITH and STEVEN M. BOGEN, certify that:

1. They are the President and Secretary, respectively of THE FRESH JUICE COMPANY OF CALIFORNIA, INC., a Delaware corporation.

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of the Corporation.

3. The Shareholders approval was by the holders of 100% of the outstanding shares of the Corporation.

4. There is only one class of shares and the number of shares outstanding is 100.

We further declared under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 1, 1996


STEVEN SMITH, President


STEVEN M. BOGEN, Secretary