

01-11-2000

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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MCD 12.21.99

To the Honorable Commissioner of Pa. Please see the attached original documents or copy thereof.

1. Name of conveying party(ies):
Pokka, Inc.

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

Additional names(s) of conveying party(ies) Yes No

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

Name: **Pokka USA, Inc.**

Internal Address: _____

Street Address: **1201 Commerce Blvd.**

City: **American Canyon** State: **CA** ZIP: **94589**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **California**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 31, 1999**

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

A. Trademark Application No.(s)

75/404,526
75/605,746
75/621,200

Additional numbers Yes No

B. Trademark Registration No.(s)

2,076,215

Yes No

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

Name: **Caroline H. Mead, Esq.**

Internal Address: _____

Street Address: **Graham & James LLP**
One Maritime Plaza, Suite 300

City: **San Francisco** State: **CA** ZIP: **94111**

6. Total number of applications and registrations involved:..... **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1850
(Attach duplicate copy of this page if paying by deposit account)

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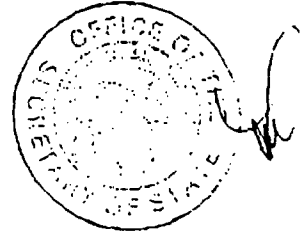
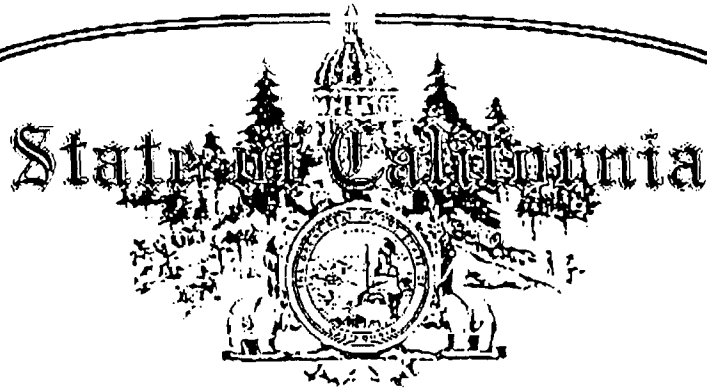
01 FC:481 40.00 CH
02 FC:482 75.00 CH

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.

Caroline H. Mead *Caroline H. Mead* December 21 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, **7** TRADEMARK

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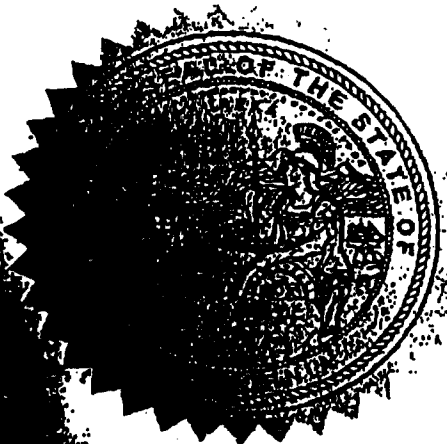


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

0522378

AGREEMENT AND PLAN OF MERGER OF

POKKA, INC.

a California Corporation

INTO

NP BEVERAGES, INC.,

a California Corporation

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

MAR 11 1999

BILL JONES, Secretary of State

This AGREEMENT AND PLAN OF MERGER is entered into as of January 31, 1999, by and between POKKA INC., a California corporation ("POKKA" or the "Terminating Corporation") and NP BEVERAGES, INC., a California corporation ("BEVERAGES" or the "Surviving Corporation") (the two corporations being herein sometimes collectively called the "Constituent Corporations").

WITNESSETH:

WHEREAS, BEVERAGES is a corporation duly organized and existing under the laws of the State of California with its registered office in the State of California located at 1201 Commerce Blvd., American Canyon, California 94589, and the name of its registered agent at such office is Mikiyoshi Iraki; and

WHEREAS, BEVERAGES has an authorized capitalization consisting of One Million (1,000,000) shares of stock, all of which are of one class and with no par value ("BEVERAGES Stock"); and

WHEREAS, POKKA is a corporation duly organized and existing under the laws of the State of California with its registered office in the State of California located at 1201 Commerce Blvd., American Canyon, California 94589, and the name of its registered agent at such office is Osamu Kiriama; and

WHEREAS, POKKA has an authorized capitalization consisting of One Thousand (1,000) shares of stock, all of which are of one class and with no par value ("POKKA Stock"); and

WHEREAS, Pokka Corporation, a Japan corporation ("Pokka Japan") is the sole shareholder of BEVERAGES and POKKA holding 1,000 shares of stock of BEVERAGES and 1,000 shares of stock of POKKA; and

WHEREAS, the Boards of Directors of the parties hereto deem it desirable, pursuant to the provisions of the California Corporations Code and upon the terms and subject to the conditions herein stated, that POKKA be merged with and into BEVERAGES, and that BEVERAGES be the surviving corporation, with each of the outstanding shares of POKKA

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canceled in consideration of the Purchase Price (as described herein) and no shares of BEVERAGES shall be issued in exchange therefor. The outstanding shares of BEVERAGES shall remain outstanding and are not affected by the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the respective Boards of Directors of BEVERAGES and POKKA, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement.

ARTICLE 1 TERMS

Section 1.1 Merger. Pursuant to the provisions of the California Corporations Code, BEVERAGES and POKKA shall be merged into a single corporation, BEVERAGES, which shall continue to exist as a surviving corporation under the name "Pokka USA, Inc." (the "Merger"). On the effective date of the Merger POKKA shall cease to exist as a separate corporation, in accordance with the provisions of the California Corporations Code.

Section 1.2 Effect of Merger. Upon the effective date of the Merger:

(a) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as now in force and effect together with the amendment set forth herein, and as amended from time to time, shall continue to be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue to be in full force and effect until further amended and changed in the manner prescribed by the provisions of the California Corporations Code. Upon the effective date of the Merger, Article One of said Articles of Incorporation is hereby amended to read as follows:

"One: The name of the corporation is:
 Pokka USA, Inc."

(b) Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the California Corporations Code.

(c) Officers and Directors. The directors and officers of the Surviving Corporation at the effective time of the Merger shall be the directors and officers of Surviving Corporation then in office immediately prior to the effective time of the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

Section 1.3 Conversion of Shares.

Upon the effective date of the Merger:

(a) The shares of POKKA Stock issued and outstanding immediately prior to the effective date shall, by virtue of the Merger automatically and without any action on the part of the holder thereof (i) become and be converted into the right to receive an amount equal to the book value of the POKKA Stock in the approximate amount of Eight Million Six Hundred Thirty-Eight Thousand Dollars (\$8,638,000.00), subject to any adjustments made thereto upon the final financial audit of POKKA (the "Purchase Price"), and (ii) be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

(b) The then outstanding shares of BEVERAGES Stock shall continue unchanged as outstanding shares of the Surviving Corporation.

ARTICLE 2 EFFECTIVE DATE

The Merger shall become effective on the date of filing of this Agreement with the Secretary of State of California.

ARTICLE 3 COVENANTS AND AGREEMENTS

Section 3.1 In the event that this Agreement of Merger shall have been fully adopted on behalf of the Terminating Corporation and of the Surviving Corporation in accordance with the provisions of the California Corporations Code, the Constituent Corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of California and elsewhere to effectuate the Merger herein provided for.


Section 3.2 The Board of Directors and the proper officers of each of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.


Section 3.3 The transactions contemplated by this Agreement of Merger are intended to constitute a tax-free merger in a "reorganization" pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

Section 3.4 This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

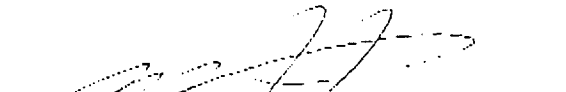
IN WITNESS WHEREOF, this Agreement of Merger is hereby signed and attested upon behalf of each of the Constituent Corporations hereto on the date first written above.

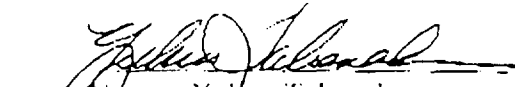
POKKA INC.


Name: Masaru Hanano
Title: President


Name: Mikiyoshi Araki
Title: Secretary

NP BEVERAGES, INC.


Name: Masaru Hanano
Title: President


Name: Yukuo Takenaka
Title: Secretary

POKKA, INC.

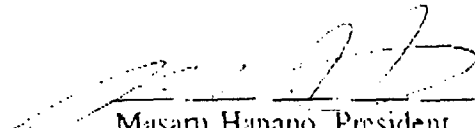
CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER

Masaru Hanano and Mikiyoshi Araki certify that:

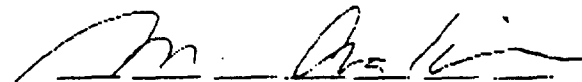
1. They are the President and the Secretary, respectively, of POKKA, INC., a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and the sole shareholder of the corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare 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.

Date: March 10, 1999



 Masaru Hanano, President



 Mikiyoshi Araki, Secretary



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