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U.S. Patent & TMOfo/TM Mail Rpt Dt. #10

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To the Honorable Commissioner of Patents at

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ed original documents or copy the

1. Name of conveying party(ies): MRD 12-21-99
Pokka Beverages, 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, Inc.

Internal Address: _____

Street Address: 1201 Commerce Blvd.

City: American Canyon State: CA ZIP: 9

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 No
 (Designations must be a separate document from Additional name(s) & address(es) Yes No

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)

75/697,491
75/404,526
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:.....

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

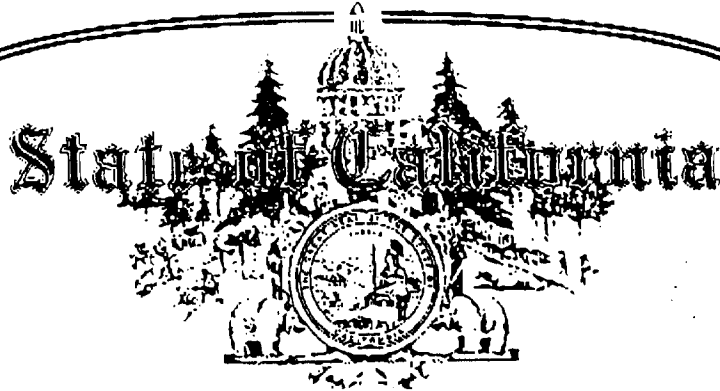
DO NOT USE THIS SPACE

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 of the original document.

Caroline H. Mead Caroline H. Mead 12/21/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3

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[Handwritten initials]

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

NOV 29 1999



Bill Jones

Secretary of State

0022377

CERTIFICATE OF OWNERSHIP

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

MAR 11 1999

BILL JONES, Secretary of State

Masaru Hanano and Mikiyoshi Araki certify that:

- 1. They are the President and Secretary, respectively, of Pokka, Inc., a California corporation.
- 2. Pokka Inc. owns all of the outstanding shares of Pokka Beverages, Inc., a California corporation.
- 3. The Board of Directors of Pokka Inc. duly adopted the following resolutions:

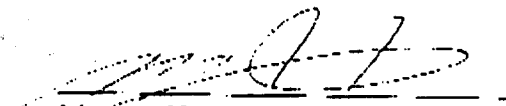
RESOLVED, that this corporation merge Pokka Beverages, Inc., its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110, California Corporations Code (the "Merger"); and

RESOLVED FURTHER, that it is the intent of this Board of Directors that the Merger be treated as a subsidiary liquidation pursuant to Section 332 of the Internal Revenue Code, as amended, and Treasury Regulations Section 1.332-2(d); and

RESOLVED FURTHER, that the President and Secretary of this corporation are authorized to execute, verify (by their declaration under penalty of perjury or otherwise), and file a Certificate of Ownership under Section 1110 of the California Corporations Code with the Secretary of State of California, and to take all other action they consider necessary and proper to consummate the Merger and the transactions contemplated thereby.

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

