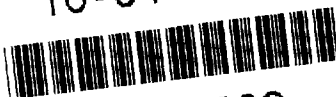


10-04-2000



101478902

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

9.4.00

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 #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

75605746

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- 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 adomestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

10/03/2000 NTHA11 00000272 071850 75605746
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002150 FRAME: 0898

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers 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)

<input type="text" value="75/605,746"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

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.

Caroline H. Mead

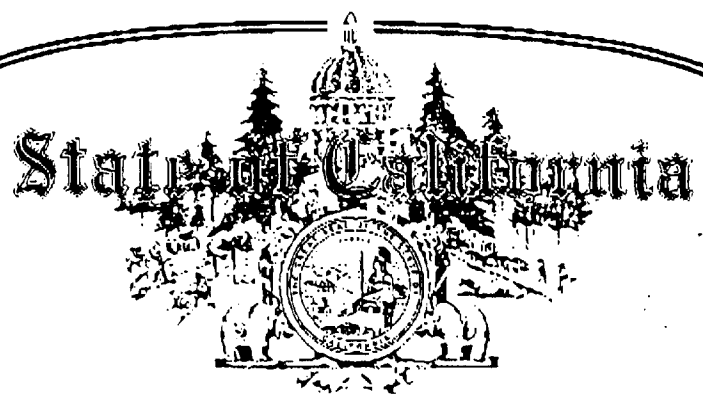
8/4/00

Name of Person Signing

Signature

Date Signed

0502877



A handwritten signature in black ink, appearing to read "Bill Jones", is located to the right of the state seal.

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



A handwritten signature in black ink, appearing to read "Bill Jones", is located below the date line.

Secretary of State

10022377

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:

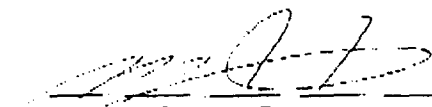
RESOLVED, that this corporation merge Pokka Beverages, Inc., its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110, California Corporations Code (the "Merger"); and

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

