

11-01-2000



HEET  
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To the Honorable Commissioner of Patents and Trademarks

101501970

attached original documents or copy thereof.

1. Name of conveying party(ies):

*19-16-00*  
AquaPenn Spring Water Company, Inc.  
One AquaPenn Drive  
Milesburg, Pennsylvania 16853

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

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: April 30, 1999

2. Name and address of assignee:

Name: Danone International Brands, Inc.

Internal Address: 208 Harbor Drive

Street Address: \_\_\_\_\_

City: Stamford State: CT ZIP: 06902

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

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)

Registration No. 1,788,372 for  
PONCE DE LEON

Additional numbers attached?  Yes  No

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

Name: Donna R. Besteiro, Esq.

Internal Address: Legal Department

Danone International Brands, Inc.

120 White Plains Road

Street Address: \_\_\_\_\_

City: Tarrytown State: NY ZIP: 10591

6. Total number of applications and registrations involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.

Donna R. Besteiro, Esq.

Name of Person Signing

Signature

October 13, 2000

Date

Total number of pages comprising cover sheet: \_\_\_\_\_

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Do not detach this portion

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

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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.

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

APR 8 0 1998

Entity Number 2872633

*Kim Fitzgerald*  
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION  
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: \_\_\_\_\_  
Danone International Brands, Inc.

2. (Check and complete one of the following):  
\_\_\_ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

X The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Agua Penn Drive, Milesburg PA 16853-0938 Centre  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_

\_\_\_\_\_  
Number and Street City State Zip County

SECRET

TRADEMARK  
REEL: 002165 FRAME: 0150

9954-1281

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Agua Penn Spring Water Company, Inc.</u>	<u>One Agua Penn Drive, Milesburg PA 16853</u>	<u>Centre County</u>

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on April 30, 1999 at 1:00 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Agua Penn Spring Water Company, Inc.</u>	<u>Adopted by action of the Board of Directors of its corporation pursuant to 15 Pa.C.S. § 1924(b)(3)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip
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IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 30th day of April, 1999.

Danone International Brands, Inc.  
(Name of Corporation)

BY: [Signature]  
(Signature) Marc Charpentier

TITLE Vice President

~~\_\_\_\_\_  
(Name of Corporation)  
BY: \_\_\_\_\_  
(Signature)  
TITLE: \_\_\_\_\_~~

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

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DANONE INTERNATIONAL BRANDS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2872633

MICROFILM NUMBER: 09934

1280-1290

CT CORPORATION SYSTEM  
COUNTER

**TRADEMARK**  
**REEL: 002165 FRAME: 0153**

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

83

AQUAPENN SPRING WATER COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0943006

MICROFILM NUMBER: 09934

1280-1290

X  
X

**TRADEMARK**  
**REEL: 002165 FRAME: 0154**

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
DANONE INTERNATIONAL BRANDS, INC.**

The undersigned, being all the members of the Board of Directors of Danone International Brands, Inc., a Delaware corporation (the "Parent"), in accordance with Section 141(f) of the General Corporation Law of the State of Delaware ("Delaware Law"), hereby consent to and adopt the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Parent:

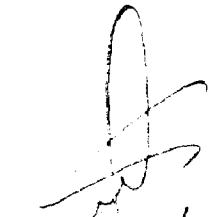
RESOLVED, that the Parent's wholly owned subsidiary, AquaPenn Spring Water Company, Inc. merge with and into the Parent (the "Merger") as set forth in the Plan of Merger dated April 30, 1999 (the "Plan of Merger"), to be executed by the Parent, and declare the Merger to be advisable:

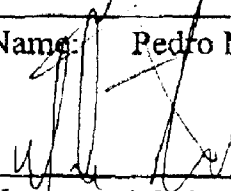
RESOLVED, that the form, terms and provisions of such proposed Plan of Merger, a draft of which is attached hereto as Exhibit A, be and they hereby are, approved and adopted in accordance with Section 253 of Delaware Law, and the directors of the Parent be, and each of them acting alone hereby is, authorized and directed to execute and deliver such Plan of Merger in the name and on behalf of the Parent, with such changes, additions and modifications thereto as the officer or officers of the Parent executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Parent;

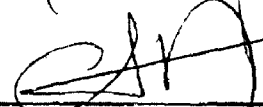
RESOLVED, that the proper officers of the Parent be, and each of them acting alone hereby is, authorized to execute and deliver, in the name of and on behalf of the Parent, such amendments to such Plan of Merger as the officer or officers of the Parent executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Parent:

RESOLVED, that the proper officers of the Parent be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Parent, to execute the certificate of ownership and merger as required by Section 253 of Delaware Law and the articles of merger as required by Section 1926 of Pennsylvania Law, in each case as required to effect the merger; and

IN WITNESS WHEREOF, this Written Consent may be signed in one or more counterparts and shall be effective as of April 30, 1999.

By   
Name: Pedro Medina

By   
Name: Mark Rodriguez

By   
Name: Marc Charpentier

By   
Name: Michel Botbol



**PLAN OF MERGER**

Dated as of April 30, 1999

Among

**DANONE INTERNATIONAL BRANDS, INC.**

and

**AQUAPENN SPRING WATER COMPANY, INC.,**

**AQUAPENN SPRING WATER COMPANY SOUTH, INC.,**

**PURE AMERICAN, INC.,**

**AQUAPENN SPRING WATER INDUSTRIES, INC.,**

**THE EIGHT OUNCE COMPANY, INC.,**

**IAPSW, INC.**

and

**RAPSW, INC.**

## PLAN OF MERGER

PLAN OF MERGER, dated as of April 30, 1999 (this "Plan of Merger"), among DANONE INTERNATIONAL BRANDS, INC., a Delaware corporation (the "Parent"), AQUAPENN SPRING WATER COMPANY, INC. ("AquaPenn"), a Pennsylvania corporation and a wholly owned subsidiary of the Parent, AQUAPENN SPRING WATER COMPANY SOUTH, INC., PURE AMERICAN, INC., AQUAPENN SPRING WATER INDUSTRIES, INC., and THE EIGHT OUNCE COMPANY, INC., each a Pennsylvania corporation and a wholly owned subsidiary of AquaPenn (such Pennsylvania corporations other than AquaPenn being the "Pennsylvania Subsidiaries"), IAPSW, INC. ("IAPSW"), a Delaware corporation and a wholly owned subsidiary of AquaPenn, and RAPSW, INC. ("RAPSW"), a Delaware corporation and a wholly owned subsidiary of IAPSW (such Delaware corporations being the "Delaware Subsidiaries," and, collectively with the Pennsylvania Subsidiaries, the "Subsidiaries").

WHEREAS, the Parent owns all the issued and outstanding shares of stock of AquaPenn and AquaPenn owns all the issued and outstanding shares of stock of each of the Subsidiaries except the issued and outstanding shares of RAPSW, all of which are owned by IAPSW (collectively, the "Shares");

WHEREAS, at all times following the date hereof and prior to the mergers contemplated by this Plan of Merger, the Parent, AquaPenn or IAPSW, as the case may be, will own all of the outstanding Shares;

WHEREAS, the Board of Directors of IAPSW has determined that it is advisable that RAPSW be merged with and into IAPSW (the "First Merger") on the terms and subject to the conditions contained herein and in accordance with the General Corporation Law of the State of Delaware ("Delaware Law");

WHEREAS, the Board of Directors of AquaPenn has determined that it is advisable that following the First Merger, each then existing Subsidiary be merged with and into AquaPenn (the "Second Merger") on the terms and subject to the conditions contained herein and in accordance with the Pennsylvania Business Corporation Law of 1988, as amended ("Pennsylvania Law");

WHEREAS, the Board of Directors of the Parent has determined that it is advisable that following the Second Merger, AquaPenn be merged with and into the Parent (the "Third Merger," and together with the First Merger and the Second Merger, the "Mergers") on the terms and subject to the conditions contained herein and in accordance with Delaware Law; and

WHEREAS, the approval of the Board of Directors of RAPSW is not necessary to effect the First Merger pursuant to Delaware Law, and the approval of the Boards of Directors of

each of the Subsidiaries and AquaPenn is not necessary to effect the Second Merger and the Third Merger, respectively, pursuant to Pennsylvania Law and Delaware Law.

NOW, THEREFORE, the Board of Directors of each of the Parent, IAPSW and AquaPenn, as applicable, hereby adopt the following Plan of Merger:

SECTION 1. The Mergers. (a) At the Effective Time of the First Merger (as defined in Section 2), RAPSW shall be merged with and into IAPSW, the separate corporate existence of RAPSW shall cease, IAPSW shall assume all of RAPSW's liabilities, and IAPSW shall continue as the surviving corporation (hereinafter sometimes referred to as the "First Surviving Corporation").

(b) Following the First Merger and at the Effective Time of the Second Merger (as defined in Section 2), each of the then existing Subsidiaries shall be merged with and into AquaPenn, the separate corporate existence of each such Subsidiary shall cease, AquaPenn shall assume all of such Subsidiaries' liabilities, and AquaPenn shall continue as the surviving corporation (hereinafter sometimes referred to as the "Second Surviving Corporation").

(c) Following the Second Merger and at the Effective Time of the Third Merger (as defined in Section 2), AquaPenn shall be merged with and into the Parent, the separate corporate existence of AquaPenn shall cease, the Parent shall assume all of AquaPenn's liabilities, and the Parent shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 2. Effective Times of the Mergers. (a) Upon the filing of the certificate of ownership and merger as required by Section 253 of Delaware Law, the First Merger shall become effective at 10:00 a.m. on April 30, 1999 (the "Effective Time of the First Merger").

(b) After the Effective Time of the First Merger, and upon the filing of the certificate of ownership and merger as required by Section 253 of Delaware Law and the articles of merger as required by Section 1926 of Pennsylvania Law, the Second Merger shall become effective at 11:00 a.m. on April 30, 1999 (the "Effective Time of the Second Merger").

(c) After the Effective Time of the Second Merger, and upon the filing of the certificate of ownership and merger as required by Section 253 of Delaware Law and the articles of merger as required by Section 1926 of Pennsylvania Law, the Third Merger shall become effective at 1:00 p.m. on April 30, 1999 (the "Effective Time of the Third Merger").

SECTION 3. Service of Process. As required by Section 253 of Delaware Law, the Second Surviving Corporation agrees that it may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of the First Surviving Corporation, as well as enforcement of any obligation of the Second Surviving Corporation

arising from the Second Merger. The Second Surviving Corporation hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process.

SECTION 4. Certificate of Incorporation and By-laws. (a) The Certificate of Incorporation of IAPSW, as in effect immediately prior to the Effective Time of the First Merger, shall be the Certificate of Incorporation of the First Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of IAPSW, as in effect immediately prior to the Effective Time of the First Merger, shall be the By-laws of the First Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the First Surviving Corporation or such By-laws.

(b) The Certificate of Incorporation of AquaPenn, as in effect immediately prior to the Effective Time of the Second Merger, shall be the Certificate of Incorporation of the Second Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of AquaPenn, as in effect immediately prior to the Effective Time of the Second Merger, shall be the By-laws of the Second Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Second Surviving Corporation or such By-laws.

(c) The Certificate of Incorporation of the Parent, as in effect immediately prior to the Effective Time of the Third Merger, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of the Parent, as in effect immediately prior to the Effective Time of the Third Merger, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such By-laws.

SECTION 5. Directors and Officers. (a) The directors of IAPSW immediately prior to the Effective Time of the First Merger shall be the initial directors of the First Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the First Surviving Corporation. The officers of IAPSW immediately prior to the Effective Time of the First Merger shall be the initial officers of the First Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

(b) The directors of AquaPenn immediately prior to the Effective Time of the Second Merger shall be the initial directors of the Second Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Second Surviving Corporation. The officers of AquaPenn immediately prior to the Effective Time of the Second Merger shall be the initial officers of the Second Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

(c) The directors of the Parent immediately prior to the Effective Time of the Third Merger shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation. The

officers of the Parent immediately prior to the Effective Time of the Third Merger shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

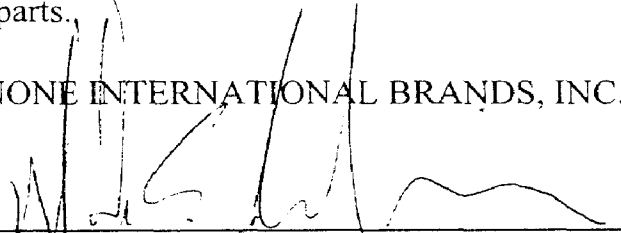
SECTION 6. Cancellation of the Subsidiaries' Shares. (a) At the Effective Time of the First Merger, all of the Shares of RAPSW that are issued and outstanding immediately prior to the Effective Time of the First Merger shall be deemed canceled.

(b) At the Effective Time of the Second Merger, all of the Shares of each of the Subsidiaries that are issued and outstanding immediately prior to the Effective Time of the Second Merger shall be deemed canceled.


(c) At the Effective Time of the Third Merger, all of the Shares of AquaPenn that are issued and outstanding immediately prior to the Effective Time of the Third Merger shall be deemed canceled.

IN WITNESS WHEREOF, the Parent, AquaPenn and IAPSW have caused this Plan of Merger to be executed as of the date first above written by their respective officers thereunto duly authorized, in one or more counterparts.

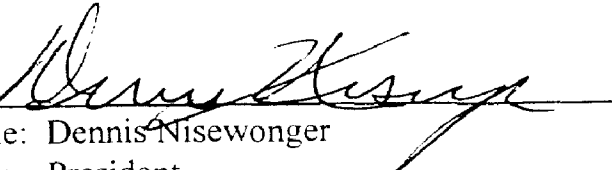
DANONE INTERNATIONAL BRANDS, INC.

By:   
Name: Mark Rodriguez  
Title: CEO

AQUAPENN SPRING WATER COMPANY, INC.

By:   
Name: Marc Charpentier  
Title: Vice President

IAPSW, INC.

By:   
Name: Dennis Nisewonger  
Title: President