

11-30-2000

FORM PTO-1594

1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101532073

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RAPSW, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- 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 13, 1999

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

Name: Danone International Brands, Inc.

Address: 208 Harbor Drive
Stamford, Connecticut 06902

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- 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)

GREAT AMERICAN & Design 1,943,786; GREAT AMERICAN 1,751,472; BOTTLE DESIGN 2,149,998; GALLON BOTTLE DESIGN 2,284,872; PURE AMERICAN 1,915,278; AQUAPENN 1,561,231

Additional numbers attached? Yes No

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

Jeffrey H. Kaufman
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref:

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): . . . \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(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.

Jeffrey H. Kaufman
Name of Person Signing

Jeffrey H. Kaufman
Signature

9/22/00
Date

Total number of pages including cover sheet, attachments, and document: 11

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

11/29/2000 BTOM11 00000075 1943786

01 FD:481 40.00 OP
02 FE:482 125.00 OP

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

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TRADEMARK
REEL: 002183 FRAME: 0739

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AQUAPENN SPRING WATER COMPANY, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "DANONE INTERNATIONAL BRANDS, INC." UNDER THE NAME OF "DANONE INTERNATIONAL BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1999, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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9886261

991307305

AUTHENTICATION:

07-26-99

DATE:

TRADEMARK
REEL: 002183 FRAME: 0740

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AQUAPENN SPRING WATER COMPANY, INC.
(A Pennsylvania corporation)

INTO

DANONE INTERNATIONAL BRANDS, INC.
(DE 25203-14)

Danone International Brands, Inc., a corporation organized and existing under the laws of Delaware. DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the June 28, 1995 pursuant to the General Corporation Law of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of **AquaPenn Spring Water Company, Inc.**, a corporation incorporated on the 5th day of November, 1986 pursuant to the Pennsylvania Business Corporation Law of 1988, as amended:

THIRD: That this corporation, by the resolutions of its Board of Directors attached hereto, which resolutions were duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, as of the 30th day of April, 1999, determined and did merge into itself AquaPenn Spring Water Company, Inc., effective as of 1:00 p.m. on such day.

IN WITNESS WHEREOF, Danone International Brands, Inc. has caused this Certificate to be signed by Marc Charpentier, its Vice President, as of this 30th day of April, 1999.

Danone International Brands, Inc.

By: _____

Name: Marc Charpentier

Its: Vice President

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

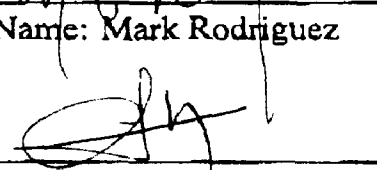
RESOLVED, that the proper officers of the Parent be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Parent, to execute and deliver any and all other instruments and documents, and to do or cause to be done all such further acts and things as they deem necessary or advisable in connection with the Merger and in order to carry into effect the purpose and intent of the foregoing resolutions, including the payment of expenses and fees in connection therewith; that their authority to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all actions heretofore taken on behalf of the Parent in such respects in connection with the documents referred to in these resolutions and the transactions contemplated thereby are hereby ratified, approved and confirmed as the actions of the Parent.

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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.
(DE 25203-14)**

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.
(DE 27387-41)**

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.

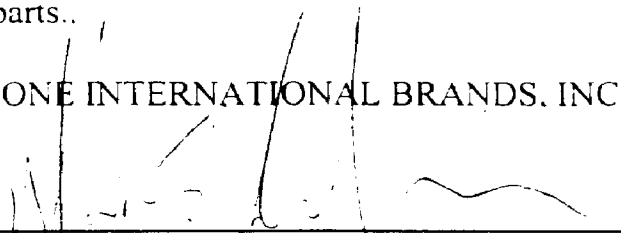
SECTION 6. Cancellation of the Subsidiaries' Shares. (a) At the Effective Time of the First Merger, all of the Shares of RAPSW that are issued and outstanding immediately prior to the Effective Time of the First Merger shall be deemed canceled.

(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.

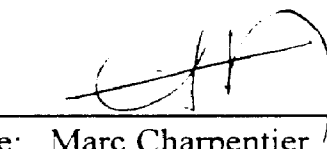
(c) At the Effective Time of the Third Merger, all of the Shares of AquaPenn that are issued and outstanding immediately prior to the Effective Time of the Third Merger shall be deemed canceled.

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..

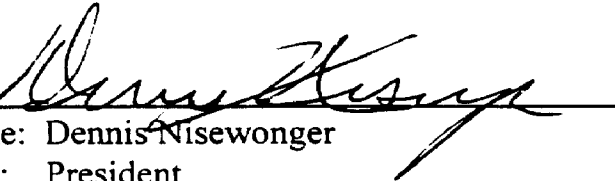
DANONE INTERNATIONAL BRANDS, INC.

By: 
Name: _____
Title: CEO

AQUAPENN SPRING WATER COMPANY, INC.

By: 
Name: Marc Charpentier
Title: Vice President

IAPSW, INC.

By: 
Name: Dennis Nisewonger
Title: President