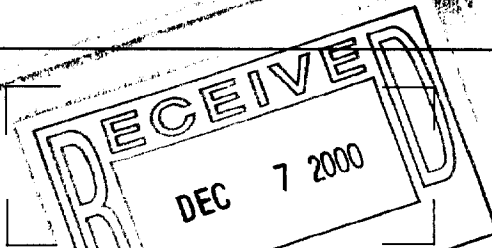


12-22-2000



101559576



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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12-7-00

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
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
11 06 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Concord Beverage Company

11 02 2000

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Elizabeth Beverage Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o Wolf, Block, Schorr and Solis-Cohen LLP

Address (line 2) 1650 Arch Street - 22nd Floor

Address (line 3) Philadelphia
City

PA USA
State/Country

19103-2097
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Pennsylvania

FOR OFFICE USE ONLY

12/21/2000 GT0M11 00000303 76143553

01 FC:481
02 FC:482
03 FC:998

40.00 DP
25.00 OP
15.00 DP

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

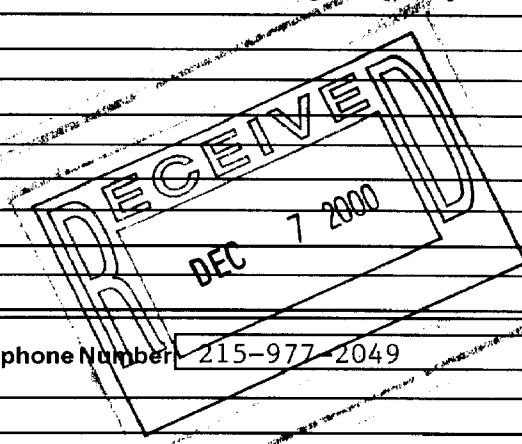
Name

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="76143553"/>	<input type="text"/>	<input type="text"/>
<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"/>

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.

Cindy A. Elliott

Cindy Elliott

11/30/00

Name of Person Signing

Signature

Date Signed

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CSC

NOV 06 2000

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 122758

Kim Fitzgibbon
Secretary of the Commonwealth *KC*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Concord Beverage Company

2. The (a) address of this corporation's 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)	<u>c/o: 12th Floor Packard Building, 111 S. 15th Street Philadelphia PA 19102</u>				<u>Philadelphia</u>
	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.

3. The statute by or under which it was incorporated is: PA BCL, May 5, 1933, P.L. 364, as amended

4. The date of its incorporation is: December 29, 1980

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

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

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

The amendment adopted by the corporation, set forth in full, is as follows:
Article 1: The name of corporation is: Elizabeth Beverage Company
Article 2 (b): The name of Commercial Registered Office Provider is: Wolf, Block, Schorr and Solis-Cohen LLP
Philadelphia County

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

SCB:15-1915 (Rev 90)-2

3. (Check if the amendment restates the Articles):

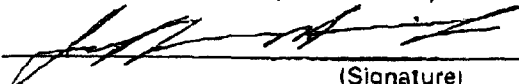
The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 2nd day of November, 2000.

Concord Beverage Company

(Name of Corporation)

BY:



(Signature)

TITLE: Jeffrey A. Honickman, Vice President