

09-20-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 9.14.01

Pokka Beverages, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Pokka USA, Inc.

Internal Address: _____

Street Address: 1201 Commerce Blvd.

City: American Canyon State: CA Zip: 94589

- 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

3. Nature of conveyance:

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

Execution Date: January 31, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

74/697,491

B. Trademark Registration No.(s)

2,076,215

Additional number(s) attached Yes No

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

Name: Thomas D. Drescher, Esq.

Internal Address: _____

Street Address: Squire, Sanders & Dempsey
L.L.P.
One Maritime Plaza, Suite 300

City: San Francisco State: CA Zip: 94111

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:

07-1850

(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.

Thomas D. Drescher

Name of Person Signing

Signature

9/14/01

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/19/2001 AAHMED1 00000111 071850 74697491

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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12-21-1999
U.S. Patent & TMO/TM Mail Rpt Dt. #10

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

101242029

Send original documents or copy thereof

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

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: January 31, 1999

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

Name: Pokka, Inc.

Internal Address: _____

Street Address: 1201 Commerce Blvd.

City: American Canyon State: CA ZIP: 94589

- 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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/697,491
75/404,526
75/621,200

B. Trademark Registration No.(s)

2,076,215

Additional numbers 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: 4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1850

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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.

Caroline H. Mead

Name of Person Signing

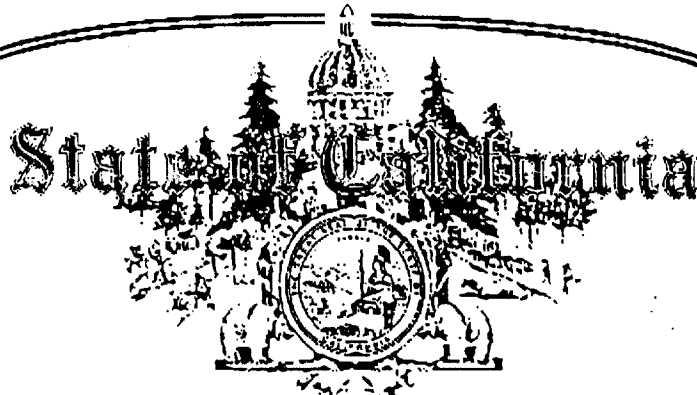
Caroline H. Mead
Signature

12/21/99

Date



002377



A handwritten signature in cursive script, appearing to read 'Bill Jones'.

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 cursive script, appearing to read 'Bill Jones'.

Secretary of State

TRADEMARK

0022377

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

MAR 11 1999

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

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

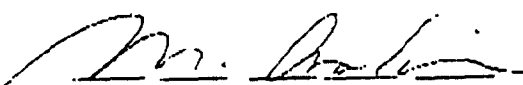
RESOLVED FURTHER, that it is the intent of this Board of Directors that the Merger be treated as a subsidiary liquidation pursuant to Section 332 of the Internal Revenue Code, as amended, and Treasury Regulations Section 1.332-2(d); and

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



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RECORDED 03/14/2001