

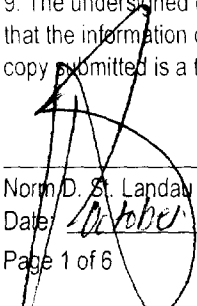


DRINKER BIDDLE & REATH LLP
 1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

10-04-2001

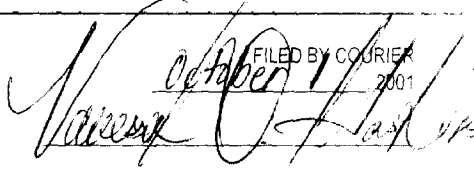


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1. NAME OF CONVEYING PARTY: BCB USA CORP. A Georgia corporation <i>10/01/01</i>	2. NAME AND ADDRESS OF RECEIVING PARTY: COTT BEVERAGES INC. A Georgia corporation 207 Queen's Quay West, Suite 340 Toronto, Ontario, Canada M5J 1A7
3. NATURE OF CONVEYANCE: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other 3A. EXECUTION DATE: August 15, 2001 3B. EFFECTIVE DATE: August 17, 2001	2A. ASSIGNEE A FOREIGN ENTITY: Yes: ___ No: <u>X</u> 2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: ___ No: <u>X</u>
4A. TRADEMARK APPLICATION NOS.: Additional numbers attached? NO	4B. TRADEMARK REGISTRATION NO(S): Reg. No. 540,457 – COTT (stylized) Additional numbers attached? 4
Norm D. St. Landau, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209	
6. TOTAL NUMBER OF TITLES: 5 7. TOTAL FEE: \$140.00 -- Check Enclosed 8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573 Our Ref: 31567.300	9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.  Norm D. St. Landau Date: <u>October 1</u> , 2001 Page 1 of 6

10/04/2001 LMUELLER 00000049 540457

01 FC:481 40.00 DP
 02 FC:482 100.00 DP

FILED BY COURIER
 October 1 2001


31567.300-304
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TRADEMARK
REEL: 002377 FRAME: 0669

SCHEDULE A

<u>Trademark</u>	<u>Reg. No.</u>	<u>Issue Date</u>
COTT (Stylized)	540,457	April 3, 1951
COTT (Stylized)	679,364	May 26, 1959
COTT	749,859	May 21, 1963
IT'S COTT TO BE GOOD	1,507,436	October 4, 1988
COTT (stylized)	2,021,327	December 3, 1996

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012290468
CONTROL NUMBER : K107144
DATE INC/AUTH/FILED: 05/01/1991
JURISDICTION : GEORGIA
PRINT DATE : 08/17/2001
FORM NUMBER : 215

PAGE, SCRANTOM, SPROUSE, TUCKER & FORD
DAVID A. BUEHLER
P. O. BOX 1199
COLUMBUS, GA 31902

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**COTT BEVERAGES INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over a faint, larger version of the same signature.

Cathy Cox
Secretary of State

TRADEMARK
REEL: 002377 FRAME: 0671

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012290464
CONTROL NUMBER: K107144
EFFECTIVE DATE: 08/17/2001
REFERENCE : 0070
PRINT DATE : 08/17/2001
FORM NUMBER : 611

PAGE, SCRANTOM, SPROUSE, TUCKER & FORD
DAVID A. BUEHLER
P.O. BOX 1199
COLUMBUS, GA. 31902

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**BCB USA CORP.
A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

COTT BEVERAGES INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

TRADEMARK
REEL: 002377 FRAME: 0672

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BCB USA CORP.

FIRST

The name of the corporation is BCB USA CORP. (the "Corporation").

SECOND

The following amendment (the "Amendment") to the Articles of Incorporation of the Corporation has been adopted as follows:

The text of Article 1 of the Articles of Incorporation of BCB USA Corp. ("Articles") is hereby deleted in its entirety and the following substituted in lieu thereof:

"ARTICLE I

The name of the corporation is 'Cott Beverages Inc.'"

THIRD

The Amendment was adopted on the 15th day of August, 2001 by the unanimous written consent of the Board of Directors of the Corporation without shareholder action under authority of Section 14-2-1002 of the Georgia Business Corporation Code which provides that shareholder action is not required.

FOURTH

The Corporation undertakes to publish a Notice of the filing of the Articles of Amendment noting the change of the name of the Corporation as required by O.C.G.A. § 14-2-1006.1.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment this 15th day of August, 2001.

BCB USA CORP.

By: 

Title: SVP + SECRETARY

SECRETARY OF STATE
01 AUG 17 AM 10:45
CORPORATIONS DIVISION

C0699-001
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