

10-30-2001

FORM PTO-1594 1-31-92



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101890461

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231. Original documents or copy thereof.

1. Name of conveying party(ies):
 Danone International Brands, Inc. **10-24-01**

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

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 30, 2000

2. Name and address of receiving party(ies):
 Name: Danone Waters of North America, Inc.
 Address: 3280 East Foothill Boulevard
 Pasadena, CA 91107

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):
 WATER YOURSELF 75/761,059; DANNON NATURAL WATER THAT SPRINGS FROM THE EARTH 75/777,843; WHAT YOU DISCOVER WILL LEAVE YOU SHAKING 75/817,228; HEALTH 2 0 (Stylized) 78/016,809; DANNON & Design 78/020,596; TOTAL BODY, TOTAL MIND 78/022,327; FLUORIDE TO GO 78/024,217; SPRING TO LIFE 78/036,343

Additional numbers attached? Yes No

B. Trademark registration No.(s)
 AQUAPENN 1,561,231; GREAT AMERICAN 1,751,472; PURE AMERICAN 1,915,278; GREAT AMERICAN & Design 1,943,786; BLACK PANTHER 2,191,130; Miscellaneous Bottle Design 2,149,998; Miscellaneous Bottle Design 2,284,872; Miscellaneous Design 2,162,180; CASTLE ROCK SPRING WATER BOTTLED AT THE SOURCE FROM THE CASCADE MOUNTAINS PREMIUM QUALITY NATURALLY PURE SODIUM FREE NONCARBONATED & Design 1,809,464; CASTLE ROCK 2,193,861

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: 10964-0001-35

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41): . . . \$ 465
 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 10/24/01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

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

10/29/2001 TDIAZ1 00000075 75761059
01 FC:481 40.00 OR
02 FC:482 425.00 OR

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

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State of Delaware

FILED *DK*

In the Office of the Secretary of State
PAGE of the State of California

Office of the Secretary of State

DEC 1 2000

Bill Jones
BILL JONES, Secretary of State

EFFECTIVE
DATE

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 MERGER, WHICH MERGES:

"MCKESSON WATER PRODUCTS COMPANY", A CALIFORNIA CORPORATION,

"POLAR WATER COMPANY", A CALIFORNIA CORPORATION,

"RAMONA BOTTLING, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "DANONE INTERNATIONAL BRANDS, INC." UNDER THE
NAME OF "DANONE WATERS OF NORTH AMERICA, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER,
A.D. 2000, AT 12:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0833433

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DATE: 12-05-00

TRADEMARK
REEL: 002391 FRAME: 0032

DEC-05-2000 11:40

C.T. CORP. SYSTEM

212 590 9190 P.02/03

CERTIFICATE OF MERGER

INTO

DANONE INTERNATIONAL BRANDS, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Danone International Brands, Inc.	Delaware
McKesson Water Products Company	California
Polar Water Company	California
Ramona Bottling, Inc.	California

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the Certificate of Incorporation of DANONE INTERNATIONAL BRANDS, INC., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: That the name of the surviving corporation of the merger is DANONE INTERNATIONAL BRANDS, INC., which shall hereinwith be changed to DANONE WATERS OF NORTH AMERICA, INC.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is:

3280 East Foothill Boulevard
Pasadena, CA 91107

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:15 PM 12/05/2000
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C.T. CORP. SYSTEM

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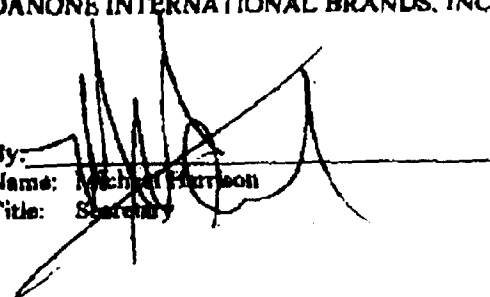
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
McKesson Water Products Company	Common	10,000	\$ 10.00
Polar Water Company	Common	500,000	Without par value per share
Ramona Bottling, Inc.	Common	1,000	\$.01

EIGHTH: That this Certificate of Merger shall be effective on January 1, 2001.

Dated: November 30, 2000

DANONE INTERNATIONAL BRANDS, INC.

By: 
 Name: Michael Harrison
 Title: Secretary



TOTAL P.03