Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY



101908741

To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.		
Name of conveying party(ies):	Name and address of receiving party(ies):		
Danone International Brands, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation - Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No 3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [X] Change of Name [] Other	Danone Waters of North America, Inc. 3280 East Foothill Boulevard Pasadena, CA 91107 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partr ership [x] 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 [X] No		
Effective Date: January 1, 2001			
Application number(s) or registration number(s):			
A. Trademark Application No.(s)	B. Trademark reg stration No.(s)		
	2,162,180		
Additional numbers attac	ched?[]Yes [X]No NOV 1.5		
Name and address of party to whom correspondence concerning document should be mailed:	Total number of applications and registrations involved: 1		
Perla M. Kuhn, Esq. Hughes Hubbard & Reed LLP One Battery Park Plaza New York, New York 10004-1482 (212) 837-6550	7. Total fee (37 CFR 3.41):\$40.00 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit Account No.: 08-3264		
DO NOT USE	THIS SPACE		
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and con Name of Person Signing Perla M. Kuhn	rect and any attached cop; is a true copy of the original document. November 15, 2001 Date		
Total number of pages including cover sheet, attachments, and	document:		
Mail documents to be recorded with re U.S. Patent and Trademark Offic Crystal Gateway 4, Room 335	ce, Office of Public Records		
Express Mail Certificate No.: EK840092381US I hereby certify that this correspondence is being deposited with the U.S. Postal Se and Trademark Office, Office of Public Records of Systal Gateway 1, Room 335, W	/ashington, D.C. 20231, on November 15, 2001 (Date of Deposit).		
Elaine S. Parker Name 11/15/2001 Date of Signature			
2/05/2001 LINUELLER 00000187 2162180			
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State of Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"MCKESSON WATER PRODUCTS COMPANY", A CALIFORNIA CORPOR ON, "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.

AUTHENTICATION: 0833432

DATE: 12-05-00

001607522

2520314

B100M

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CERTIFICATE OF MERGER

INTO

DANONE ENTERNATIONAL 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. McKesson Water Products Company Polar Water Company Ramona Sottling, Inc.

Delaware Californie California California

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, cortifled, 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 Delegware corporation which is surviving the marger, 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 Marger is on file at an office of the surviving corporation, the address of which is:

> 3286 Bast 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 sharsholder of any constituent corporation.

> STATE OF DELAMARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 12:15 PM 12/05/2000 001601522 - 2520314

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

Corneration	Class	Number of Shares	Par value per sharp
McKeeson Water Products Company	Common	i 0,00 0	\$ 10.00
Polar Water Company	Common	200,000	Without par value per share
Ramone Bottling, Inc.	Common	1,000	\$.01

EIGHTH: That this Cortificate of Merger shall be effective on January 11, 2001.

Name: Title:

Dated: November 30, 2000

DANONE INTERNATIONAL BRANDS, INC.

TOTAL P.83

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