

State of Delaware
Office of the Secretary of State

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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.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0833432

DATE: 12-05-00

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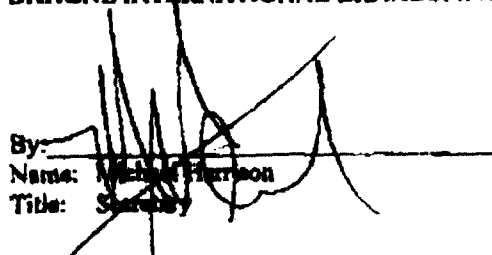
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<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