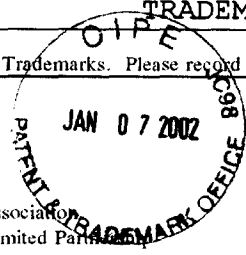




101941592

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents on copy attached.



1. Name of conveying party(ies):

Aquaterra Corporation

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

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

3. Nature of Conveyance:

1-7-02

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

Execution Date: December 20, 2000

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

Name: Danone Waters of North America, Inc.

Address: 1521 Trinity Drive
Mississauga, Ontario L5T1P6
CANADA

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Canada
- 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):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,661,018 LAURENTIAN; NORTHERN CRYSTAL 1,870,754;
LABRADOR 1,936,650

Additional numbers attached? Yes No

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: 3

7. Total fee (37 CFR 3.41): \$ 90

- 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.

90E

Jeffrey H. Kaufman
Name of Person Signing

Jeffrey H Kauf
Signature

1/7/02
Date

Total number of pages including cover sheet, attachments, and document: 18

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

Do not detach this portion

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

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

01/10/2002 DBYRNE 00000118 1661018

01 FC:481
02 FC:482

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

For Ministry Use Only
 À l'usage exclusif du ministère

Ontario Corporation Number
 Numéro de la compagnie en Ontario

1456080



Ontario
 Commercial Relations

Ministry of
 et du Commerce

CERTIFICATE
 This is to certify that these
 articles are effective on

CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

JANUARY 01 JANVIER, 2001

Director / Directeur
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act

Formule
 numéro 4
 Loi sur les
 compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion.*

D A N O N E W A T E R S O F N O R T H A M E R I C A
 I N C

2. The address of the registered office is: *Adresse du siège social*

1521 Trinity Drive, Mississauga, Ontario, Canada

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureaux, numéro du bureau)

Regional Municipality of Peel

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

L 5 T 1 P 16
 (Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs.*

Minimum of one and a maximum of ten.

4. The director(s) is/are: *Administrateur(s)*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Resident Canadien Oui/Non</i>
Richard Stephens	83 Burnhamthorpe Road, Etobicoke Ontario, M9A 1H3 Canada	Yes
Christine Newey	1141, Westview Terrace, Oakville Ontario, L6M 3M1 Canada	Yes
Don Durant	79 Attridge Drive, Aurora Ontario, L4G 6J4 Canada	Yes
Thomas Kunz	8 Sunset Lane, Harrison New York, 10528 U.S.A.	No
Cynthia Pygin	1107 Green Lane, LaCanada California, 91011 U.S.A.	No

5 (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous



Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de



and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Aquaterra Corporation	1392899	20 December 2000
Grandes Marques D'Europe Inc./Great Brands of Europe Inc.	863718	20 December 2000

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

3

There are no restrictions.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

4

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) Payment of Dividends:

The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding-Up:

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) Voting Rights:

The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

9. The issue, transfer or ownership of shares is/its not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5.

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, (if any): *Autres dispositions, s'il y a lieu:*

(1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(3) The by-laws of the Corporation shall be the same as the by-laws of Aquaterra Corporation such by-laws from and after the effective date hereof to be supplemented, amended or repealed in accordance with the provisions of Business Corporations Act relating to the making, amending and repealing of by-laws.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"*
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B"*

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

AQUATERRA CORPORATION

BY: 

Richard Stephens, President

GREAT BRANDS OF EUROPE INC.

BY: _____

Michel Botbol, Director of Finance

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers	<i>Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés</i>
---	---

AQUATERRA CORPORATION

BY: Richard Stephens, President

GREAT BRANDS OF EUROPE INC.

BY:  Michel Bötbol, Director of Finance

Schedule « B »**AMALGAMATION AGREEMENT**

THIS AGREEMENT is made as of December 20, 2000

BETWEEN:

AQUATERRA CORPORATION, a corporation
incorporated under the laws of the Province of
Ontario ("Aquaterra")

- and -

GREAT BRANDS OF EUROPE INC., a
Corporation incorporated under the laws of the
Province of Ontario ("GBEI").

WHEREAS Aquaterra was formed by amalgamation under the laws of the Province of Ontario by articles of amalgamation effective January 1, 2000 and 10,800,001 common shares of Aquaterra are issued and outstanding as fully paid and non-assessable and are held by the sole shareholder, Societe des Eaux de Volvic

WHEREAS GBEI was incorporated under the laws of the Province of Ontario by articles of incorporation effective October 20, 1989 and 60,000 common shares of GBEI are issued and outstanding as fully paid and non-assessable and are held by the sole shareholder, S.A. des Eaux Minerales d'Evian

WHEREAS the parties hereto propose to amalgamate and continue as one corporation:

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the covenants and agreements herein contained the parties hereto agree as follows:

1. Aquaterra and GBEI shall amalgamate, pursuant to the provisions of the *Business Corporations Act* (Ontario), and continue as one corporation (hereinafter referred

to as the "Amalgamated Corporation") upon and subject to the terms and conditions and in the manner hereinafter set out.

2. The name of the Amalgamated Corporation shall be DANONE WATERS OF NORTH AMERICA INC.
3. The registered office of the Amalgamated Corporation shall be located in the Regional Municipality of Peel in the Province of Ontario and the address of the Amalgamated Corporation shall be 1521 Trinity Drive, Mississauga, Ontario, L5T 1P6.
4. The number of Directors of the Amalgamated Corporation shall be a minimum of one and a maximum of ten and the following persons shall be the first directors:

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Richard Stephens	83 Burnhamthorpe Road, Etobicoke, Ontario, M9A 1H3	Yes
Christine Newey	1141 Westview Terrace, Oakville, Ontario L6M 3M1	Yes
Don Durant	79 Attridge Drive, Aurora, Ontario L4G 6J4	Yes
Thomas Kunz	8 Sunset Lane Harrison, New York 10528	No
Cynthia Pygin	1107 Green Lane La Canada, California 91011	No

5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.
6. The amalgamated Corporation shall be authorized to issue an unlimited number of common shares.

7. The rights, privileges, restrictions and conditions attaching to the common shares of the Amalgamated Corporation are as follows:
- (a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
 - (c) **Voting Rights :** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.
8. No share of the Amalgamated Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.
9. Any shares in the capital of either of the parties hereto held by or on behalf of the other party hereto shall, upon articles of amalgamation in respect of the amalgamation becoming effective, be cancelled without any repayment of capital in respect thereof.
10. The issued and outstanding shares in the capital of each of the parties hereto, except the shares, if any, cancelled pursuant to Section 9 hereof, shall, upon articles of amalgamation in respect of the amalgamation becoming effective.

be converted into issued and outstanding and fully paid and non-assessable shares in the capital of the Amalgamated Corporation on the following bases:

- (a) the 10,800,001 issued and outstanding common shares in the capital of Aquaterra registered in the name of Societe des Eaux de Volvic shall become 990 common shares in the capital of the Amalgamated Corporation; and
- (b) the 60,000 issued and outstanding common shares in the capital of GBEI registered in the name of S.A. des Eaux Minerales d'Evian shall become 10 common shares in the capital of the Amalgamated Corporation.

After articles of amalgamation in respect of the amalgamation become effective, the holders of shares of Aquaterra and GBEI shall be entitled to receive certificates representing shares of the Amalgamated Corporation on the bases aforesaid on presentation and surrender of the certificates representing shares held by them and shall, if requested by the Amalgamated Corporation, surrender the certificates representing shares of Aquaterra and GBEI for cancellation.

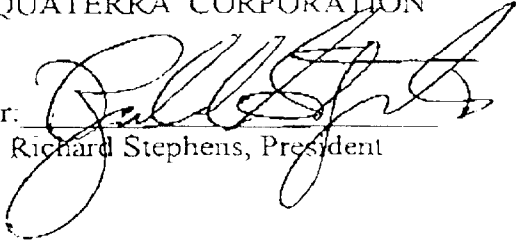
11. The by-laws of Aquaterra Corporation shall, *mutatis mutandis*, be the by-laws of the Amalgamated Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporation Act* (Ontario) relating to the making, amending and repealing of by-laws. A copy of such by-laws may be examined at 1521 Trinity Drive, Mississauga, Ontario L5T 1P6
12. The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
13. Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.
14. Each of the parties hereto may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the

- 14. Each of the parties hereto may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the shareholders of the parties hereto may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

- 15. Notwithstanding the approval of this Agreement by the sole shareholder of either party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to the endorsement of a certificate of amalgamation upon articles of amalgamation in respect hereof.

IN WITNESS WHEREOF the parties have executed this Agreement.

AQUATERRA CORPORATION

Per: 
Richard Stephens, President

GREAT BRANDS OF EUROPE INC.

Per: _____
Michel Botbol, Director of Finance

- 14. Each of the parties hereto may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the shareholders of the parties hereto may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

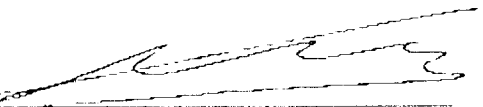
- 15. Notwithstanding the approval of this Agreement by the sole shareholder of either party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to the endorsement of a certificate of amalgamation upon articles of amalgamation in respect hereof.

IN WITNESS WHEREOF the parties have executed this Agreement.

AQUATERRA CORPORATION

Per: _____
Richard Stephens, President

GREAT BRANDS OF EUROPE INC.

Per: 
Michel Botbol, Director of Finance

of directors at each meeting of the board of directors, or whenever otherwise required by the board of directors.

6. Officers shall, in addition to those prescribed by this resolution, perform such duties and exercise such powers of management of the business and affairs of the Corporation as may from time to time be prescribed by the board of directors. An Assistant to any officer shall assist such officer in the performance of such officer's duties and may perform the duties and exercise the powers of such officer during the absence or inability to act of such officer. If an assistant performs any such duty or exercises any such power, the absence or inability to act of such officer shall be presumed with respect thereto.

APPOINTMENT OF OFFICERS

RESOLVED that :

1. John Bilbrey is appointed President of the Corporation.
2. Pedro Medina is appointed Chief Executive Officer of the Corporation.
3. Michael Harrison is appointed Vice President and Secretary of the Corporation.
4. Cynthia Pygin is appointed Vice President and Treasurer of the Corporation.
5. Marlene Bartolo is appointed Assistant Secretary of the Corporation.

CONVERSION OF SHARES

RESOLVED that the following are confirmed to be the shareholdings in the capital of the Corporation

<u>Amalgamating Corporation</u>	<u>Shareholder of Amalgamating Corporation</u>	<u>Shares of Amalgamating Corporation</u>	<u>Resulting Shares of Amalgamated Corporation</u>
Aquaterra Corporation	Societe des Eaux de Volvic	10,800,01	990 Common
Great Brands of Europe Inc/Grandes Marques d'Europe Inc.	S.A. des Eaux Minerales d'Evian	60,000	10 Common

COMMON SHARE CERTIFICATES

RESOLVED that the form of certificate which is annexed hereto is approved and adopted as the form of certificate for the common shares in the capital of the Corporation

FINANCIAL YEAR END

RESOLVED that the financial year of the Corporation shall end on December 31 in each year.

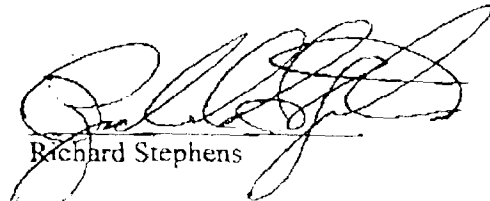
CORPORATE SEAL

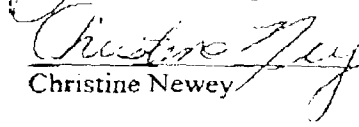
RESOLVED that the corporate Seal of the Corporation is in the form Impressed hereon.

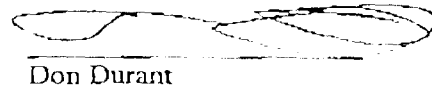
PRE-AMALGAMATION RESOLUTIONS

RESOLVED that all other resolutions passed by the board of directors of the former Aquaterra Corporation and Great Brands of Europe Inc continuing effect to the extent not superseded by or inconsistent with the foregoing resolutions, are adopted and confirmed as resolutions passed by the board of directors of the Corporation as if set forth herein, *mutatis mutandis*.

DATED January 1, 2001.


Richard Stephens


Christine Newey


Don Durant

Thomas Kunz

Cynthia Pygin

FINANCIAL YEAR END

RESOLVED that the financial year of the Corporation shall end on December 31 in each year.

CORPORATE SEAL

RESOLVED that the corporate Seal of the Corporation is in the form Impressed hereon.

PRE-AMALGAMATION RESOLUTIONS

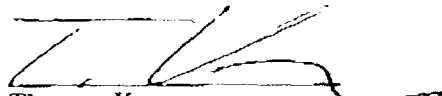
RESOLVED that all other resolutions passed by the board of directors of the former Aquaterra Corporation and Great Brands of Europe Inc continuing effect to the extent not superseded by or inconsistent with the foregoing resolutions, are adopted and confirmed as resolutions passed by the board of directors of the Corporation as if set forth herein, *mutatis mutandis*.

DATED January 1, 2001.

Richard Stephens

Christine Newey

Don Durant

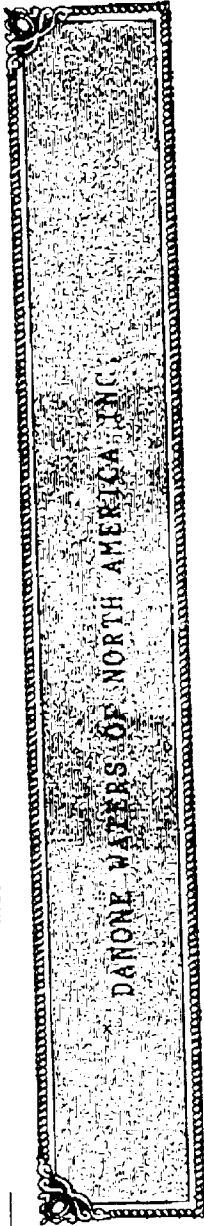


Thomas Kunz

Cynthia Pygin

No. C-2 Shares 10

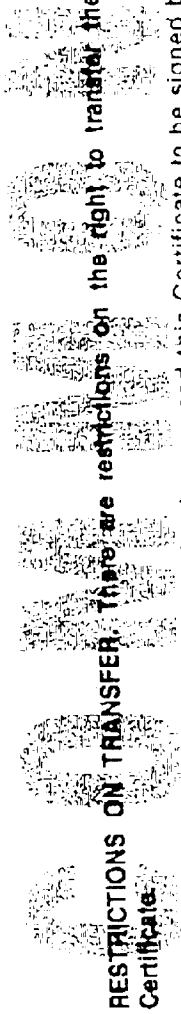
INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO



This is to Certify that S.A. DES. EAUX MINERALES D.EVLAM is the registered holder of Ten Common Shares of

DANONE WATERS OF NORTH AMERICA INC. The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.



RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of January, 2000 (year)

[Signature]
Vice-President

NO PAR VALUE