



D

01-17-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #76

DRINKER BIDDLE & REATH LLP

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

01-28-2002



101962885

1. NAME OF CONVEYING PARTY:

Amistar Acquisition Corp.
A Delaware corporation

1-17-02

2. NAME AND ADDRESS OF RECEIVING PARTY:

THE MONARCH BEVERAGE COMPANY, INC.
A Delaware corporation
1100 Johnson Ferry Road, N.E.
Atlanta, Georgia 30342

3. NATURE OF CONVEYANCE:

☐ Assignment
☐ Merger
☐ Security Agreement
☒ Change of Name
☐ Other

2A. ASSIGNEE A FOREIGN ENTITY:

Yes: ☐ No: ☒

2B. DOMESTIC REPRESENTATIVE DESIGNATED:

Yes: ☐ No: ☒

3A. EXECUTION DATE: **May 10, 2001**

3B. EFFECTIVE DATE: **May 10, 2001**

4A. TRADEMARK APPLICATION NOS.:

Additional numbers attached? **NO**

4B. TRADEMARK REGISTRATION NO(S).:

Reg. No. 141244 - BUBBLE UP

Additional numbers attached? **28**

Henry W. Leeds, Esq.
Drinker Biddle & Reath LLP
1500 K Street, N.W., Suite 1100
Washington, D.C. 20005-1209

6. TOTAL NUMBER OF TITLES: **29**

7. TOTAL FEE: **\$740.00 (Check Enclosed)**

8. CHARGE ADDITIONAL FEES TO: **DEPOSIT**
ACCOUNT NO. 50-0573

Our Ref: 31147.402/127579

9. The undersigned declares to the best of her 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.

Henry W. Leeds
Henry W. Leeds

Date: January 16, 2002

Page 1 of 1

01/28/2002 DBYRNE 00000030 141244

01 FC:481
02 FC:482

40.00 OP
700.00 OP

31147.402/127579
DC:340002M

I hereby certify that the foregoing document and the accompanying fee (if applicable) is being deposited with the U.S. Postal Service, by first class mail, postage prepaid, addressed to BOX: ASSIGNMENTS/FEE, The Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, this 16th day of JANUARY, 2002.

[Signature]

TRADEMARK
REEL: 002430 FRAME: 0672

276

SCHEDULE A

UNITED STATES

<u>Reg. No.</u>	<u>Mark</u>
141244	BUBBLE UP
177132	ORANGE QUENCH
189066	MOXIE (stylized)
354840	BUBBLE UP & Design
364823	DAD'S OLD FASHIONED & Design
513566	DAD'S (stylized)
555788	QUENCH & Design
555789	QUENCH
589951	MASON'S
746274	QUENCH & Design
1047788	QUENCH
1064231	QUENCH
1116928	BUBBLE UP & Design
1180697	KEG BREWED FLAVOR
1190898	KEG BREWED FLAVOR & Design
1211796	SUN CREST
1399370	MOXIE
1457678	DR. WELLS
1460942	MOXIE (stylized)
1460943	MOXIE
1465569	WHAT THIS COUNTRY NEEDS IS PLENTY OF MOXIE
1528531	THE BEVERLY HILLS SPARKLER & Design
1542793	PREMIO U.S.A.
1741580	DIET QUENCH
1745989	DIET QUENCH & Design
1971317	PREMIO
2012896	GREAT SHAKES
2097687	QUENCHADE
2100304	DAD'S CLASSIC DRAFT

Office of the Secretary of State

I HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE MONARCH BEVERAGE COMPANY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ADMISTAR ACQUISITION CORP." TO "THE MONARCH BEVERAGE COMPANY, INC." FILED THE TENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3304504 8100H

010338672

AUTHENTICATION: 1241292

DATE: 07-13-01

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
AMISTAR ACQUISITION CORP.

It is hereby certified that:

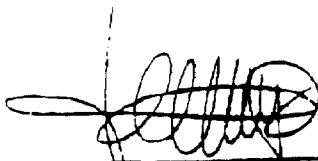
1. The name of the corporation (hereinafter called the "Corporation") is Amistar Acquisition Corp.
2. The Corporation was incorporated in the State of Delaware on November 16, 2000

3. The certificate of incorporation of the Corporation is hereby amended by striking out Article FIRST in its entirety and substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is The Monarch Beverage Company, Inc."

4. The amendment of the certificate of incorporation herein certified has been duly adopted by unanimous written consent of the board of directors and the stockholders of the Corporation in accordance with the provisions of Sections 141(f), 228 and 242(b) of the General Corporation Law of the State of Delaware.

Signed on May 10, 2001



Dominique M.H. Lemoine
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/10/2001
010225673 - 3304504

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/16/2000
001577831 - 3304504

CERTIFICATE OF INCORPORATION
OF
AMISTAR ACQUISITION CORP.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Amistar Acquisition Corp.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington 19808 County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is two million (2,000,000) shares of common stock per value \$.001 per share (the "Common Stock") and one million (1,000,000) shares of preferred stock, par value \$.001 per share (the "Preferred Stock"). The Board of Directors of the Corporation is hereby expressly authorized to divide the Preferred Stock into series, and, within the limitations provided by law, to fix and determine by resolution the designation, the number of shares, and the relative rights and preferences of any series so established.

All cross-references in each subdivision of this Article FOURTH refer to the other subsections and paragraphs in such subdivision unless otherwise indicated.

The following is a statement of the designations and the powers, preferences, and rights, and the limitations or restrictions thereof, in respect of the Common Stock of the Corporation:

COMMON STOCK

1. Dividends.

The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Company, subject to the resolutions of

the Board of Directors-designating Preferred Stock and fixing rights and preferences for the holders of the Preferred Stock.

2. Liquidation.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to holders of Preferred Stock of the full amounts to which they shall respectively be entitled as stated and expressed in a Board of Directors resolution the holders of Common Stock shall be entitled, together with the holders of Preferred Stock, to share ratably in all remaining assets of the Corporation available for distribution to its stockholders.

3. Voting.

The holders of Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

FIFTH: The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the Bylaws of the Corporation. The election of directors of the Corporation need not be by ballot unless the Bylaws so require.

SIXTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

(a) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(i) to make, alter, amend or repeal the Bylaws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation.

(ii) without the assent or vote of the stockholders, to authorize and issue securities and obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefore, of any property of the corporation, real or personal, including after-acquired property.

(iii) to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such surplus; and

(iv) to fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the Bylaws of the Corporation.

(b) Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the Bylaws of the Corporation.

(c) From time to time any of the provisions of this Certificate of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this paragraph (c).

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourth in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as the consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: The name and mailing address of the Incorporator is as follows:

Name

Thomas G. Amon, Esq.

Mailing Address

Sokolow, Dunaud, Mercadier & Carreras LLP
770 Lexington Avenue - Sixth Floor
New York, NY 10021-8165

NINTH: The Corporation shall exist perpetually.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

TWELFTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article TWELFTH.

Signed on
November 13, 2000

AMISTAR ACQUISITION CORP.

By:



Name: Thomas G. Amon

Title: Incorporator