

03-06-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102004317

MCD
2/20/02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Ultimate Juice Co. f/k/a Saratoga Beverage Group, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Saratoga Spring Water Company

Internal

Address: _____

Street Address: 11 Geyser Road

City: Saratoga Springs State: NY Zip: 12866

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State 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

3. Nature of conveyance:

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

Execution Date: December 27, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s)

See Attached

FEB 20 2002

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert Lippman, Esq.

Internal Address: Lemery Greisler LLC

Street Address: 10 Railroad Place

City: Saratoga Springs State: Zip: 12866

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Robert A. Lippman
Name of Person Signing

Signature

1-8-02
Date

38

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

03/06/2002 00000060 129867

01 FC:481
02 FC:482

40.00 OP
325.00 AP

Trademark Registrations Assigned 12/27/02

MARK	REG. NUMBER
SARATOGA VICHY	129,867
SARATOGA & RACETRACK DESIGN	1,580,394
SARATOGA	1,256,330
RACETRACK DESIGN	1,580,393
SARATOGA SPRING WATER	2,129,959
SARATOGA VICHY WATER SV	822,963
SV DESIGN	372,822
SARATOGA SPLASH	2,131,922
EVERYTHING ELSE IS JUST WATER	2,233,022
S (stylized)	1,198,188
MAN DESIGN	2,022,888

Trademark Applications Assigned 12/27/02

MARK	SERIAL NUMBER
SARATOGA SODA	75/662,774
SARATOGA SMOOTHIES	75/669,883
SARATOGA CLASSICS	75/662,463

**ASSIGNMENT OF TRADEMARK REGISTRATION(S),
TRADEMARK APPLICATION(S) AND RIGHTS
PURSUANT TO 15 U.S.C. §1060**

ORIGINAL

THIS ASSIGNMENT OF TRADEMARK REGISTRATION(S), TRADEMARK APPLICATION(S), AND RIGHTS (the "Assignment") is made pursuant to 15 U.S.C. §1060, and entered into as of this 27th day of December, 2001, by the Ultimate Juice Co. f/k/a Saratoga Beverage Group, Inc., a Delaware corporation ("Assignor"), whose address is 11 Geysers Road, Saratoga Springs, New York, 12866, and Saratoga Spring Water Company, a Delaware corporation ("Assignee"), whose address is 11 Geysers Road, Saratoga Springs, New York 12866.

WITNESSETH

WHEREAS, Assignor changed its name from Saratoga Beverage Group, Inc., a Delaware corporation, to the Ultimate Juice Co., a Delaware corporation, on May 13, 2001. A copy of the Certificate of Amendment of Restated Certificate of Incorporation of Saratoga Beverage Group, Inc., and the Delaware Secretary of State's certification are attached hereto as Exhibit "A."

WHEREAS, Assignor is the owner of the Marks identified on the attached Exhibit "B," including all applications to register such Marks (the "Applications") and the registrations of such Marks (the "Registrations");

WHEREAS, Assignor also assigns and transfers to Assignee the right to bring action for past infringements of the trademark registrations, and the right to collect all money damages for such past infringements, if any;

WHEREAS, Assignor, in connection with Assignor's Assignment to Assignee of that portion of Assignor's business pertaining to the Marks, desires to assign to Assignee all of its right, title and interest in and to the Marks, including the goodwill of the business to which the Marks pertain, and Assignee desires to acquire such rights and goodwill; and

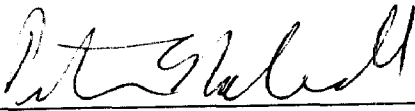
desires to acquire such rights and goodwill; and

WHEREAS, Assignor further covenants and agrees to execute such further instruments and do such further acts and things as may be reasonably required by the Assignee or its successors and assigns to perfect its or their registered title to such trademark and/or to record the same.

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers and assigns to Assignee, all of Assignor's right, title and interest in and to: (a) the Marks, together with the goodwill of that portion of Assignor's business symbolized by the Marks; (b) the Registration(s); (c) the Application(s); and (d) all claims and causes of action Assignor has or may have in connection with the Marks.

ASSIGNOR:
ULTIMATE JUICE CO.,
a Delaware corporation

Dated: 12/27/01

By: 
Name: Peter Shabecoff
Title: Vice President

STATE OF New York)
)ss
COUNTY OF New York)

The foregoing instrument was acknowledged before me this 27th day of December 2001, by Peter Shabecoff, on behalf of Ultimate Juice Co., who is personally known to me/~~who~~ produced _____ as identification.


NOTARY PUBLIC, STATE OF New York
AT LARGE

My Commission Expires:

JASMINE BALL
Notary Public, State of New York
No. 02BA6048552
Qualified in New York County
Commission Expires Aug. 14, 2002

TRADEMARK
REEL: 002454 FRAME: 0123

Dated: 12-27-01

By: [Signature]
Name: Adam Madkour
Title: President

STATE OF New York)
)ss
COUNTY OF Albany)

The foregoing instrument was acknowledged before me this 27th day of December, 2001, by Adam Madkour, on behalf of the Saratoga Beverage Group, Inc., who is personally known to me/who produced [Signature] as identification.

[Signature: Theresa M. Skaine]
NOTARY PUBLIC, STATE OF _____
AT LARGE

My Commission Expires:

THERESA M. SKAINE
Notary Public, State of New York
Saratoga County #02SK5027889
Commission Expires May 23, 2002

EXHIBIT "A" TO ASSIGNMENT

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SARATOGA SPRING WATER COMPANY", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1993, AT 4:30 O' CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010638014

AUTHENTICATION: 1500239

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0126

CERTIFICATE OF INCORPORATION

OF

SARATOGA SPRING WATER COMPANY

FIRST: The name of the Corporation is Saratoga Spring Water Company (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, each having a par value of (\$.01).

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

<u>Name</u>	<u>Mailing Address</u>
Deborah M. Reusch	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need

not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to 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 GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of May, 1993.



Deborah M. Reusch
Sole Incorporator

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SARATOGA SPRING WATER COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1993, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010638014

AUTHENTICATION: 1500240

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0130

RESTATED
CERTIFICATE OF INCORPORATION
OF
SARATOGA SPRING WATER COMPANY

Saratoga Spring Water Company (hereinafter the "Corporation") filed its original Certificate of Incorporation with the Secretary of the State of Delaware on May 5, 1993. As of the date hereof, the Corporation has not received any payment for its capital stock. This Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation on May 26, 1993 in accordance with the provisions of Sections 241 and 245 of the Delaware General Corporation Law, as amended (the "GCL"). The Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is Saratoga Spring Water Company.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the GCL.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 27,000,000 shares, to wit (a) 20,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), (b) 2,000,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), and (c) 5,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

A. Class A Common Stock and Class B Common Stock.

The powers, preferences and the voting, relative, participating, optional and other rights and the qualifications, limitations and restrictions thereof, of

each of the Class A Common Stock and the Class B Common Stock are as follows:

1. Voting Rights and Powers. With respect to all matters upon which stockholders of the Corporation are entitled to vote or to which stockholders of the Corporation are entitled to give consent, the holders of the outstanding shares of the Class A Common Stock and the holders of any outstanding shares of the Class B Common Stock shall vote together without regard to class, and every holder of the outstanding shares of the Class A Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Class A Common Stock registered in his name, and every holder of any outstanding shares of the Class B Common Stock shall be entitled to cast thereon five (5) votes in person or by proxy for each share of the Class B Common Stock registered in his name. With respect to any proposed amendment to this Restated Certificate of Incorporation which would increase or decrease the number of authorized shares of either the Class A Common Stock or the Class B Common Stock, increase or decrease the par value of the shares of Class A Common Stock or the Class B Common Stock, or alter or change the powers, preferences, relative voting power or special rights of the shares of the Class A Common Stock or the Class B Common Stock so as to affect them adversely, the approval of a majority of the votes entitled to be cast by the holders of the class affected by the proposed amendment, voting separately as a class, shall be obtained in addition to the approval of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and the Class B Common Stock voting together without regard to class as hereinbefore provided.

2. Dividends and Distributions. Each share of the Class A Common Stock and each share of the Class B Common Stock shall be equal in respect of dividends and distributions, when and as declared, in the form of cash, stock or other property of the Corporation, except that in the case of dividends or other distributions payable in stock of the Corporation other than the Preferred Stock, including distributions pursuant to stock splits, reverse splits, combinations, classifications of shares or other recapitalizations, only shares of Class A Common Stock shall be distributed with respect to the Class A Common Stock and only shares of the Class B Common Stock

shall be distributed with respect to the Class B Common Stock.

3. Conversion of the Class B Common Stock.

Each share of the Class B Common Stock may at any time be converted at the election of the holder thereof into one fully paid and nonassessable share of the Class A Common Stock. Any holder of shares of the Class B Common Stock may elect to convert any or all of such shares at one time or at various times in such holder's discretion. Such right shall be exercised by the surrender of the certificate representing each share of the Class B Common Stock to be converted to the agent for the registration of transfer of shares of the Class B Common Stock at its office, or to the Corporation at its principal executive offices, accompanied by a written notice of the election by the holder thereof to convert and (if so required by the transfer agent or by the Corporation) by instruments of transfer, in form satisfactory to the transfer agent and to the Corporation, duly executed by such holder or his duly authorized attorney. The issuance of a certificate or certificates for shares of the Class A Common Stock upon conversion of shares of the Class B Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is or certificates are to be issued in a name other than that of the holder of the share or shares of the Class B Common Stock converted, the person or persons requesting the issuance thereof shall pay to the transfer agent or to the Corporation the amount of any tax which may be payable in respect of any such transfer, or shall establish to the satisfaction of the transfer agent or of the Corporation that such tax has been paid. As promptly as practicable after the surrender for conversion of a certificate or certificates representing shares of the Class B Common Stock and the payment of any tax as hereinbefore provided, the Corporation will deliver or cause to be delivered at the office of the transfer agent or the Corporation to, or upon the written order of, the holder of such certificate or certificates, a certificate or certificates representing the number of shares of the Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate or certificates representing shares of the Class B Common Stock (if on such date the transfer books of the Corporation shall be

closed, then immediately prior to the close of business on the first date thereafter that said books shall be open), and all rights of such holder arising from ownership of shares of the Class B Common Stock shall cease at such time, and the person or persons in whose name or names the certificate or certificates representing shares of the Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of the Class A Common Stock at such time and shall have and may exercise all the rights and powers appertaining thereto. No adjustments in respect of past cash dividends shall be made upon the conversion of any share of the Class B Common Stock; provided, however, that if any shares of the Class B Common Stock shall be converted subsequent to the record date for the payment of a cash or stock dividend or other distribution on shares of the Class B Common Stock but prior to such payment, the registered holder of such shares at the close of business on such record date shall be entitled to receive the cash or stock dividend or other distribution payable to holders of the Class A Common Stock. The Corporation shall at all times reserve and keep available, solely for the purpose of issue upon conversion of outstanding shares of the Class B Common Stock, such number of shares of the Class A Common Stock as may be issuable upon the conversion of all such outstanding shares of the Class B Common Stock, provided, the Corporation may deliver shares of the Class A Common Stock which are held in the treasury of the Corporation for shares of the Class B Common Stock to be converted. If any shares of the Class A Common Stock require registration with or approval of any governmental authority under any federal or state law before such shares of the Class A Common Stock may be issued upon conversion, the Corporation will cause such shares to be duly registered or approved, as the case may be. The Corporation will endeavor to list shares of the Class A Common Stock required to be delivered upon conversion prior to such delivery upon any national securities exchange or national market system on which the outstanding shares of the Class A Common Stock may be listed at the time of such delivery. All shares of the Common Stock which may be issued upon conversion of shares of the Class B Common Stock will, upon issue, be fully paid and nonassessable.

In addition, the Class B Common Stock shall automatically be converted into Class A Common Stock on a share-for-share basis upon the death of the registered

holder of record of Class B Common Stock, or upon transfer of the shares of Class B Common Stock to any person other than the following transferees (the "Permitted Transferees"): (a) the spouse of the registered holder of Class B Common Stock; (b) any lineal descendants of the registered holder of Class B Common Stock, including adopted children (said descendants, together with the registered holder of Class B Common Stock and his or her spouse are hereinafter referred to as "Family Members"); (c) a trust for the sole benefit of the registered holder of Class B Common Stock's Family Members; (d) a partnership made up exclusively of registered holders of Class B Common Stock and their Family Members or a corporation wholly owned by the registered holder of Class B Common Stock and their Family Members, and (e) any other registered holder of Class B Common Stock. In the case of a registered holder of Class B Common Stock which is a partnership or a corporation, the Class B Common Stock owned by it may be transferred to any of its partners or stockholders as long as such partner or stockholder was a partner or stockholder of the transferor at the time a transferor acquired its Class B Common Stock, or is a Permitted Transferee.

Notwithstanding anything to the contrary set forth herein, any registered holder of Class B Common Stock may pledge such holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares of Class B Common Stock shall not be transferred to or registered in the name of the pledgee and shall remain subject to the provisions of this section. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Common Stock may only be transferred to a Permitted Transferee of the pledgor or converted into shares of Class A Common Stock, as the pledgee may elect.

Any transfer of shares of Class B Common Stock to other than a Permitted Transferee shall result in the conversion of the transferee's shares of Class B Common Stock into shares of Class A Common Stock, effective the date on which such shares are presented for transfer on the books of the Corporation. The Corporation may, in connection with preparing a list of stockholders entitled to vote at any meeting of stockholders, or as a condition to the transfer or the registration of shares of Class B Common Stock on the Corporation's books, require the

furnishing of such affidavits or other proof as it deems necessary to establish that any person is the beneficial owner of shares of Class B Common Stock or is a Permitted Transferee.

4. Registration of Class B Common Stock.

Shares of Class B Common Stock shall be registered in the names of the beneficial owners thereof and not in "street" or "nominee" name. For this purpose, a "beneficial owner" of any shares of Class B Common Stock shall mean a person who, or an entity which, possesses the power, either singly or jointly, to direct the voting or disposition of such shares. The Corporation shall note on the certificates for shares of Class B Common Stock the restrictions on transfer and registration of transfer imposed by this section.

5. Reservation of Class B Common Stock.

The Corporation shall at all times reserve and keep available 700,000 shares of Class B Common Stock solely for the purpose of issuing such shares in connection with any dividend or other distribution on outstanding shares of Class B Common Stock, payable in stock of the Corporation other than the Preferred Stock, including distributions pursuant to stock splits, reverse splits, combinations, classifications of shares or other recapitalizations.

6. Other Rights.

Except as otherwise required by the GCL or as otherwise provided in this Restated Certificate of Incorporation, each share of the Class A Common Stock and each share of the Class B Common Stock shall have identical powers, preferences and rights.

B. Preferred Stock.

The Board of Directors is hereby authorized from time to time to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by this Restated Certificate of Incorporation, as amended from time to time; and to determine with respect to each such series the voting powers, if any (which voting powers if granted may be full or limited), designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions appertaining thereto, including without limiting the generality of the foregoing, the voting rights appertaining to shares of Pre-

ferred Stock of any series (which may be one vote per share or a fraction of a vote per share, and which may be applicable generally or only upon the happening and continuance of stated events or conditions), the rate of dividend to which holders of Preferred Stock of any series may be entitled (which may be cumulative or noncumulative), the rights of holders of Preferred Stock of any series in the event of liquidation, dissolution or winding up of the affairs of the Corporation, and of the rights (if any) of holders of Preferred Stock of any series to convert or exchange such shares of Preferred Stock of such series for shares of any other class of capital stock (including the determination of the price or prices or the rate or rates applicable to such rights to convert or exchange and the adjustment thereof, the time or times during which the right to convert or exchange shall be applicable and the time or times during which a particular price or rate shall be applicable).

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or

which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to 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 GCL, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner

now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed in its name this 28th day of May, 1993.

Ralph Prover
Ralph Prover
President

ATTEST:

Kate C. Kavanagh
Kate C. Kavanagh
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"SARATOGA SPRINGS MINERAL WATER COMPANY, INC.", A NEW YORK CORPORATION,

WITH AND INTO "SARATOGA SPRING WATER COMPANY" UNDER THE NAME OF "SARATOGA SPRING WATER COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 1993, AT 12:54 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100M

010638014

AUTHENTICATION: 1500241

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0140

CERTIFICATE OF MERGER

OF

SARATOGA SPRINGS MINERAL WATER COMPANY, INC.

WITH AND INTO

SARATOGA SPRING WATER COMPANY

Pursuant to Section 252 of the
General Corporation Law of
the State of Delaware

Saratoga Spring Water Company, a Delaware corporation, hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Saratoga Springs Mineral Water Company, Inc.	New York
Saratoga Spring Water Company	Delaware

SECOND: An Agreement and Plan of Merger, dated May 26, 1993 (the "Merger Agreement"), by and among the constituent corporations was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Saratoga Spring Water Company.

FOURTH: Pursuant to the Merger Agreement the Restated Certificate of Incorporation of Saratoga Spring Water Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at the principal place of business of Saratoga Spring Water Company, 11 Geyser Road, Saratoga Springs, New York 12866. A copy of the Merger Agreement will be furnished, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The effective date of the merger herein certified shall be the date on which this Certificate of Merger is filed with the State of Delaware and a Certificate of Merger is filed by Saratoga Springs Mineral Water Company, Inc. and Saratoga Spring Water Company with the State of New York in accordance with the applicable provisions of Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, Saratoga Spring Water Com-
pany has caused this Certificate of Merger to be executed
in its corporate name this 1st day of June, 1993.

SARATOGA SPRING WATER COMPANY

By: Robin Prever
Robin Prever
President

ATTEST:

By: Mark C. Matousek
Mark C. Matousek
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SARATOGA SPRING WATER COMPANY", CHANGING ITS NAME FROM "SARATOGA SPRING WATER COMPANY" TO "SARATOGA BEVERAGE GROUP, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 1994, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010638014

AUTHENTICATION: 1500242

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0144

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

SARATOGA SPRING WATER COMPANY

a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of SARATOGA
SPRING WATER COMPANY resolutions were duly adopted setting forth
a proposed amendment of the Certificate of Incorporation of said
corporation, declaring said amendment to be advisable and
calling a meeting of the stockholders of said corporation for
consideration thereof. The resolution setting forth the proposed
amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this
corporation be amended by changing the Article thereof
numbered "FIRST" so that, as amended, said Article shall
be and read as follows: "The name of the Corporation
is SARATOGA BEVERAGE GROUP, INC."

SECOND: That thereafter, pursuant to resolution of its Board of
Directors, a meeting of the stockholders of said corporation was
duly called and held, upon notice in accordance with Section 222
of the General Corporation Law of the State of Delaware at which
meeting the necessary number of shares as required by statute
were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with
the provisions of Section 242 of the General Corporation Law of
the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced
under or by reason of said amendment.

IN WITNESS WHEREOF, said Saratoga Spring Water Company
has caused this certificate to be signed by
Robin Prever, its President,
and Patrick Rodgers, its Secretary,
this 25th day of July, 1994.

BY:

Robin Prever
President

ATTEST:

Patrick Rodgers
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SARATOGA BEVERAGE GROUP, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010638014

AUTHENTICATION: 1500243

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0146

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
SARATOGA BEVERAGE GROUP, INC.**

**Pursuant to Section 242 of the
General Corporation Law of the
State of Delaware**

Saratoga Beverage Group, Inc., a corporation organized under and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, at a meeting duly held, adopted the following resolution setting forth a proposed amendment to Article Fourth of the Corporation's Restated Certificate of Incorporation, declaring the proposed amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the amendment is as follows:

RESOLVED, that the Board of Directors deems it advisable to amend the Restated Certificate of Incorporation of the Corporation by filing a Certificate of Amendment, in substantially the form annexed hereto as Exhibit B, amending Article Fourth of the Restated Certificate of Incorporation to read in its entirety as follows:


The total number of shares of all classes of stock which the Corporation shall have authority to issue is 57,000,000 shares, which shall be comprised of (a) 50,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), (b) 2,000,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), and (c) 5,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

SECOND: That, pursuant to resolution of the Board of Directors of the Corporation, a meeting of the stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.


THIRD: That the amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the President of the Corporation and attested by the Secretary of the Corporation this 13th day of December, 1995.

SARATOGA BEVERAGE GROUP, INC.

By: 
Robin Prever
President and Chief Executive Officer

Attest:


B. David Sandberg
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"NCP-SBG RECAPITALIZATION CORP.", A DELAWARE CORPORATION, WITH AND INTO "SARATOGA BEVERAGE GROUP, INC." UNDER THE NAME OF "SARATOGA BEVERAGE GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2000, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100M

010638014

AUTHENTICATION: 1500244

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0149

CERTIFICATE OF MERGER
Merging
NCP-SBG RECAPITALIZATION CORP.
Into
SARATOGA BEVERAGE GROUP, INC.

Saratoga Beverage Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY CERTIFIES:

FIRST: That the name and state of incorporation of the constituent corporations of the merger are NCP-SBG Recapitalization Corp., a corporation organized and existing under the laws of the State of Delaware, and Saratoga Beverage Group, Inc., a corporation organized and existing under the laws of the State of Delaware.

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 subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Saratoga Beverage Group, Inc., and that the Amended and Restated Certificate of Incorporation of Saratoga Beverage Group, Inc. attached as Exhibit A shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: That in accordance with the agreement of merger, the merger shall be effective upon the filing of this certificate with the Secretary of State of the State of Delaware.

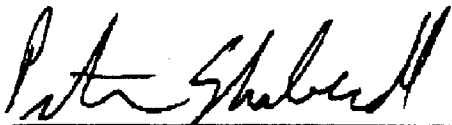
FIFTH: That the executed Stock Purchase Agreement and Agreement and Plan of Merger, dated as of January 5, 2000, as amended, among the Corporation, NCP-SBG, L.P., a limited partnership organized and existing under the laws of the State of Delaware, NCP-SBG Recapitalization Corp., a corporation organized and existing under the laws of the State of Delaware (the "Agreement") is on file at the office of the Corporation at 1000 American Superior Boulevard, Winter Haven, FL 33884.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 06/21/2000
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SIXTH: That a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

SARATOGA BEVERAGE GROUP, INC.

By: 
Name: Peter J. Shabecoff
Title: Vice President

Dated: June 21, 2000

[Corporate Seal]

Attest:

By: 
Secretary

IRENE FONZ

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SARATOGA BEVERAGE GROUP, INC.

FIRST: The name of the Corporation is Saratoga Beverage Group, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation and its purpose 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 aggregate number of shares of capital stock which the Corporation shall have authority to issue is 15,000,000 shares of common stock, par value \$.01 per share.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) The election of directors may be conducted in any manner approved by the stockholders at the time when the election is held and need not be by written ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Certificate of Incorporation otherwise provide.

(e) No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, *provided* that nothing contained in this Article shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.

SIXTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SARATOGA BEVERAGE GROUP, INC.", CHANGING ITS NAME FROM "SARATOGA BEVERAGE GROUP, INC." TO "ULTIMATE JUICE CO.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010638014

AUTHENTICATION: 1500245

DATE: 12-13-01

TRADEMARK
REEL: 002454 FRAME: 0154

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SARATOGA BEVERAGE GROUP, INC.

Saratoga Beverage Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), does hereby certify:

1. The name of the Corporation is Saratoga Beverage Group, Inc. The date of filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was May 5, 1993.

2. The Restated Certificate of Incorporation is hereby amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

"First: The name of the Corporation is Ultimate Juice Co."

3. The amendment of the Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation having adopted resolutions setting forth such amendment, declaring its advisability, and directing that it be submitted to the stockholders of the Corporation for their approval; and the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted having consented in writing to the approval and adoption of such amendment.

#21158015 v1

May. 29 2001 02:26PM P2

PHONE NO. :

FROM : Panasonic FAX SYSTEM

TRADEMARK
REEL: 002454 FRAME: 0155

Executed on this 24th day of May, 2001.

SARATOGA BEVERAGE GROUP, INC.

By: Irene Fonzi

Name: Irene Fonzi

Title: Secretary

EXHIBIT "B" TO ASSIGNMENT

MARK	SER. #	REG. #
SARATOGA VICHY	71/117283	129867
SARATOGA & RACETRACK DESIGN	73/762803	1,580,394
SARATOGA	73,200471	1,256,330
RACETRACK DESIGN	73,762,700	1,580,393
SARATOGA SPRING WATER	75/139784	2,129,959
SARATOGA VICHY WATER SV	72/231703	822963
SV DESIGN	71/421101	372822
SARATOGA SPLASH	75/141211	2,131,922
EVERYTHING ELSE IS JUST WATER	75/381176	2,233,022
S (stylized)	73/246469	1,198,188
MAN DESIGN	74/614904	2,022,888
SARATOGA SODA	75/662774	Pending
SARATOGA SPRING WATER SV & design	0353272 Canada	TMA193343
SV and design	0353271 Canada	189923
EAU MINERALE SARATOGA SV and design	0395773 Canada	TMA228175
SARATOGA SMOOTHIES	75/669,883	Pending
SARATOGA CLASSICS	75/662,463	Pending