

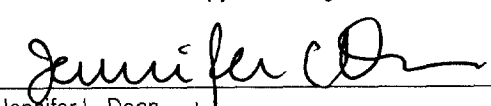


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05-15-2002



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(202) 842-8000

<p>1. NAME OF CONVEYING PARTY:</p> <p>BCB MANUFACTURING USA, INC. A Delaware corporation</p> <p style="text-align: center;">5-10-02</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>COTT BEVERAGES USA, INC. A Georgia corporation 5650 Whitesville Road Suite 201 Columbus, Georgia 31904</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: December 15, 1998 3B. EFFECTIVE DATE: January 2, 1999</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 110,004 – WHISTLE (Stylized) Reg. No. 2,097,443 – IF YOU CAN'T TASTE THE DIFFERENCE, WHY PAY FOR IT? Reg. No. 2,237,271 – DR. VESS</p> <p>Additional numbers attached? NO</p>
<p>Norm D. St. Landau, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 3</p> <p>7. TOTAL FEE: \$90.00 (Check Enclosed)</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31567.503/157423</p>	<p>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.</p> <p> Jennifer L. Dean Date: May <u>10</u>, 2002 Page 1 of 6</p>

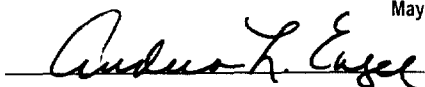
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01 FD:481
02 10:482

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40.00 DF
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FILED BY COURIER
May 10, 2002



TRADEMARK
REEL: 002505 FRAME: 0204

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90080762
CONTROL NUMBER: K107144
EFFECTIVE DATE: 01/02/1999
REFERENCE : 0091
PRINT DATE : 01/14/1999
FORM NUMBER : 411

PAGE, SCRANTON, SPROUSE, TUCKER & FORD
JERRY L. WATTS
P.O. BOX 1199
COLUMBUS GA 31902

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

COTT BEVERAGES USA, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BCB MANUFACTURING USA, INC., A DELAWARE CORPORATION



CATHY COX
SECRETARY OF STATE

K90080762

CERTIFICATE OF MERGER
OF
BCB MANUFACTURING USA, INC. K419016
WITH AND INTO
COTT BEVERAGES USA, INC. K107144

I.

The name and state of incorporation of the corporation which is merging is as follows:

<u>Name of Merging Corporation</u>	<u>State of Incorporation</u>
BCB Manufacturing USA, Inc.	Delaware

The name and state of incorporation of the surviving corporation into which the above named corporation is merging is as follows:

<u>Name of Surviving Corporation</u>	<u>State of Incorporation</u>
Cott Beverages USA, Inc.	Georgia

II.

There are no amendments to the Articles of Incorporation of Cott Beverages USA, Inc.

III.

An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by merging corporation and surviving corporation in accordance with Section 252 of the Delaware Corporation Laws Annotated.

IV.

The executed Agreement and Plan of Merger is on file at the principal place of business of Cott Beverages USA, Inc. at 5650 Whitesville Road, Suite 201, Columbus, Georgia 31904.

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V.

A copy of the Agreement and Plan of Merger will be furnished by Cott Beverages USA, Inc., on request and without cost, to any shareholder of BCB Manufacturing USA, Inc. or Cott Beverages USA, Inc.

VI.

The Agreement and Plan of Merger was duly approved and adopted by the Board of Directors of each of the corporations on December 15, 1998. The consent of the shareholders of each of the corporations is not required.

VII.

Pursuant to Section 252(d) of the Delaware Corporation Laws Annotated, Cott Beverages USA, Inc., as the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BCB MANUFACTURING USA, INC., as well as for enforcement of any obligation arising from the merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware Corporation Laws Annotated, and irrevocably appoints the Delaware Secretary of state as its agent to accept service of process in any such suit or other proceedings. A copy of any such process shall be mailed by the Delaware Secretary of state to Cott Beverages USA, Inc., c/o Page, Scrantom, Sprouse, Tucker & Ford, P.C., P. O. Box 1199, Columbus, Georgia 31902, Attn: Marcus B. Calhoun, Jr.

VIII.

Pursuant to the Agreement and Plan of Merger, the merger of BCB MANUFACTURING USA, INC. with and into Cott Beverages USA, Inc. shall be effective as of 11:59 P.M. on the 2nd day of January, 1999.

IN WITNESS WHEREOF, this Certificate of Merger has been subscribed this 15th day of December, 1998, by the undersigned, who affirm, under penalties of perjury, that the instrument is the act of each corporation, and the statements made herein are true.

MERGING CORPORATION:

BCB MANUFACTURING USA, INC.

By: D. Langill
Vice President & Treasurer

Attest: [Signature]
Secretary

(SEAL)

SURVIVING CORPORATION:

COTT BEVERAGES USA, INC.

By: D. Langill
Vice President & Treasurer

Attest: [Signature]
Secretary

(SEAL)

Prepared by:

Jerry L. Watts
Georgia State Bar No. 742142
Page, Scrantom, Sprouse,
Tucker & Ford, P.C.
P.O. Box 1199
Columbus, Georgia 31902
(706) 324-0251

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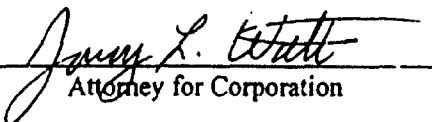
SECRETARY OF STATE
Dec 29 10 38 AM '98
BSR (4)

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REEL: 002505 FRAME: 0208

CERTIFICATE REQUEST FOR PUBLICATION

The undersigned does hereby certify and verify that the request for publication of notice of filing of the certificate of merger of BCB MANUFACTURING USA, INC. and COTT BEVERAGES USA, INC. and payment therefor have been made as required by 14-2-1105.1(b) of the Official Code of Georgia Annotated, this 28th day of December, 1998.



Attorney for Corporation

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67318.2

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