



DRINKER BIDDLE & REA  
 1500 K Street, N.W., Suite 1  
 Washington, D.C. 20005-12  
 (202) 842-8800

05-15-2002



102090043

<p>1. NAME OF CONVEYING PARTY:</p> <p>COTT BEVERAGES USA, INC.          A Georgia corporation</p> <p style="text-align: right; font-size: 1.5em;">5-10-02</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p><b>BCB USA CORP.</b>          A Georgia corporation          5650 Whitesville Road          Suite 201          Columbus, Georgia 31904</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment  <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: <b>January 24, 2000</b>          3B. EFFECTIVE DATE: <b>January 24, 2000</b></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><b>Reg. No. 110,004 – WHISTLE (Stylized)</b>  <b>Reg. No. 2,097,443 – IF YOU CAN'T TASTE THE DIFFERENCE, WHY PAY FOR IT?</b>  <b>Reg. No. 2,237,271 – DR. VESS</b></p> <p>Additional numbers attached? <b>NO</b></p>
<p>Norm D. St. Landau, Esq.          Drinker Biddle &amp; Reath LLP          1500 K Street, N.W., Suite 1100          Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: <b>3</b></p> <p>7. TOTAL FEE: <b>\$90.00 (Check Enclosed)</b></p> <p>8. CHARGE ADDITIONAL FEES TO: <b>DEPOSIT ACCOUNT NO. 50-0573</b></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 style="text-align: center;"><i>Jennifer L. Dean</i></p> <p>Jennifer L. Dean          Date: May <u>10</u>, 2002          Page 1 of 5</p>

2002 00000000 00000000 110004

40.00 00  
 50.00 00

31567.503/157423  
 DC\347859\1

FILED BY COURIER  
 May 10, 2002

*Andrew L. Engel*

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 000340289  
CONTROL NUMBER: K107144  
EFFECTIVE DATE: 01/24/2000  
REFERENCE : 0077  
PRINT DATE : 02/03/2000  
FORM NUMBER : 611

DAV BUEHLER  
P.O. BOX 1199  
COLUMBUS, GA 319021199

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**COTT BEVERAGES USA, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

**BCB USA CORP.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto, is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COTT BEVERAGES USA, INC.

ARTICLE I

The name of the corporation is COTT BEVERAGES USA, INC. (the "Corporation").

ARTICLE II

The following amendments (the "Amendment") to the Articles of Incorporation of the Corporation has been adopted as follows:

- A. The text of Article 1 of the Articles of Incorporation of Cott Beverages USA, Inc. ("Articles") is hereby deleted in its entirety and the following substituted in lieu thereof:

"The name of the corporation is "BCI" SA CORP."

- B. The text of Article 5 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

The maximum number of shares of capital stock that the Corporation should be authorized to have outstanding at anytime shall be 1,000,000 shares of voting common capital stock of no par value. The amount of capital with which the Corporation shall begin business shall not be less than \$500. The shares of capital stock are not subject to redemption by the Corporation.

ARTICLE III

The Amendment was adopted on the 24<sup>th</sup> day of January, 2000, by the unanimous written consent of the Board of Directors and the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment this 24<sup>th</sup> day of January, 2000.

COTT BEVERAGES USA, INC.

By: [Signature]

Title: Secretary

SECRETARY OF STATE  
JAN 24 12 49 PM '00  
BSR (07)

SECRETARY OF STATE  
JAN 2 10 09 AM '00  
BSR (07)

00699/0009  
00761

CERTIFICATE REQUEST FOR PUBLICATION

The undersigned does hereby certify and verify that the Request for Publication of Notice of Change of Corporate Name of Cott Beverages USA, Inc. and payment therefor have been made as required by subsection (b) of § 14-2-1006.1 of the Georgia Business Corporation Code, this the 24<sup>th</sup> day of January, 2000.

PAGE, SCRANTOM, SPROUSE  
TUCKER & FORD, P.C.

By: David A. Buehler  
David A. Buehler

Page, Scrantom, Sprouse, Tucker & Ford, P.C.  
1043 Third Avenue  
Post Office Box 1199  
Columbus, Georgia 31902-1199  
(706) 324-0251

SECRETARY OF STATE  
3  
FEB 2 10 09 AM '00  
BSR (S)

06997009  
103760