

08-08-2002



102182137

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original

1. Name of conveying party(ies): **McKesson Water Products Company**

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

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

MAR 8-1-02

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

Name: Danone Waters of North America, Inc.
 Address: 3280 Foothill Boulevard
 Pasadena, CA 91107

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-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: January 1, 2001

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

ALHAMBRA 1,819,231; ALHAMBRA 2,301,785; ALHAMBRA 1,380,916;
 CRYSTAL-FRESH 1,335,806; DECANTER 2,281,776; GOURMET TIME
 2,026,753; JR. SPORT 2,265,142; THE DRINKING WATER EXPERTS
 1,558,611; THE SOURCE OF PURE WATER 1,937,449; THE SOURCE OF
 PURE WATER 1,933,597; SPARKLETTS 625,100; SPARKLETTS 1,076,638;
 SPARKLETTS 2,225,430; SPARKLETTS 2,301,772; MISCELLANEOUS
 DESIGN 1,741,749; MISCELLANEOUS DESIGN 1,718,540;
 MISCELLANEOUS DESIGN 1,731,690; MISCELLANEOUS DESIGN
 2,265,136; TUFF-LITE 1,111,809; KEYSTONE NATURAL WATER 1,800,993;
 KEY QC & Design 2,273,867; KEYSTONE NATURAL WATER SINCE 1909 &
 Design 2,245,906; KEYSTONE NATURAL WATER & Design 1,799,581; FOUR
 STAR RESTAURANT BLEND 2,128,778; COOL BLENDS 1,936,807 ;
 EPHRATA DIAMOND SPRING WATER & Design 2,052,334

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: 229091-209792US

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41): \$665

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-2014
 (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.

Jeffrey H. Kaufman
 Name of Person Signing

Jeffrey H. Kaufman
 Signature

8/1/02
 Date

Total number of pages including cover sheet, attachments, and document: 4

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

08/07/2002 DBYRNE 00000202 1819231

01 FC:481 40.00 OP
 02 FC:482 625.00 OP

CERTIFICATE OF MERGER

INTO

DANONE INTERNATIONAL BRANDS, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Danone International Brands, Inc.	Delaware
McKesson Water Products Company	California
Polar Water Company	California
Ramona Bottling, Inc.	California

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 section 252 of the General Corporation Law of Delaware.

THIRD: That the Certificate of Incorporation of DANONE INTERNATIONAL BRANDS, INC., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: That the name of the surviving corporation of the merger is DANONE INTERNATIONAL BRANDS, INC., which shall hereinwith be changed to DANONE WATERS OF NORTH AMERICA, INC.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is:

3280 East Foothill Boulevard
Pasadena, CA 91107

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:15 PM 12/05/2000
001607522 - 2520314

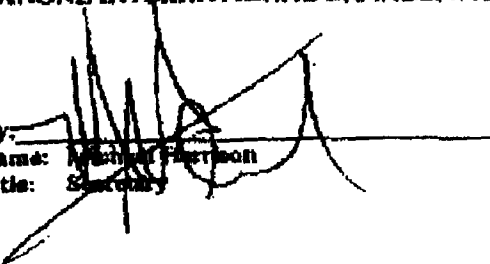
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
McKesson Water Products Company	Common	10,000	\$ 10.00
Polar Water Company	Common	500,000	Without par value per share
Ramona Bottling, Inc.	Common	1,000	\$.01

EIGHTH: That this Certificate of Merger shall be effective on January 1, 2001.

Dated: November 30, 2000

DANONE INTERNATIONAL BRANDS, INC.

By: 
 Name: ~~Richard Harrison~~
 Title: ~~Secretary~~



TOTAL P.003

00634 2

0465774 OUT
State of Delaware

FILED DP

In the Office of the Secretary of State
PAGE of the State of California

Office of the Secretary of State

REC'D

Bill Jones

BILL JONES, Secretary of State

RECEIVED

DATE

I, EDWARD J. FREEL, 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:

"MCKESSON WATER PRODUCTS COMPANY", A CALIFORNIA CORPORATION,

"POLAR WATER COMPANY", A CALIFORNIA CORPORATION,

"RAMONA BOTTLING, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "DANONE INTERNATIONAL BRANDS, INC." UNDER THE NAME OF "DANONE WATERS OF NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 2000, AT 12:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0833433

DATE: 12-05-00

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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**

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

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