

1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent and Trademark Office
Attorney Docket No: JSCO221975

To the Director - U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Urban Juice & Soda Company Ltd.

- Individuals Association
- General Partnership Limited Partnership
- Corporation-State
- Other _____

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

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

Name: Urban Juice & Soda Company Ltd.

Address: 1107 West Sixth Avenue

City: Cheyenne State: WY ZIP: 82001

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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 31, 1999

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

A. Trademark Application No(s).

B. Trademark Registration No(s). 2,118,528 and 2,577,172

Additional numbers attached? Yes No

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

Faye L. Tomlinson, Esq.
CHRISTENSEN O'CONNOR
JOHNSON KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
206.682.8100

6. Total number of registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00

8. The Director is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.

Faye L. Tomlinson
Name of Attorney or Agent
Registration No.
Direct Dial 206.695.1717

Faye L. Tomlinson 5/1/03
Signature Date

Total number of pages including cover sheet, attachments and document: 5

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

State of Wyoming

Office of the Secretary of State

United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER Secretary of State of the State of Wyoming, do hereby certify that URBAN JUICE & SODA COMPANY LTD., a corporation originally organized under the laws of British Columbia, Canada on December 23, 1986, and thereafter continued into the state of Wyoming, did on December 30, 1999, with an effective date of December 31, 1999, complete all filings required of a continuing corporation to qualify under the corporation laws of the state of Wyoming and is in good standing as of the date of this certificate.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming, Done at Cheyenne the Capital, this 20th day of January A.D., 2000.

Joseph B Meyer
Secretary of State

By *Linda Ornell*



12/19/2000 13:33 FAX 206 624-7759
JAN-25-00 TUE 15:48

AND ROSE

JONES SODA CO.

FAX NO. 360 11445

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P. 03

SECRETARY OF STATE
State of Wyoming
The Capitol
Cheyenne, WY 82002-0020

FILED

JAN 20 00 4 0 0 6 1 8

STATE OF WYOMING
APPLICATION FOR CERTIFICATE OF REGISTRATION
AND ARTICLES OF CONTINUANCE (CORRECTED)

SECRETARY OF STATE

Pursuant to W.S. 17-16-1710 of the *Wyoming Business Corporation Act*, the undersigned hereby submits the following Articles of Continuance:

1. The name of the corporation is: Urban Jules & Soda Company Ltd.
2. It is incorporated under the laws of: the Province of British Columbia, Canada
3. (a) The date of its incorporation is: December 23, 1986
(b) The period of its duration is: perpetual
4. The address of its principal office of the corporation is:
1356 Frances Street, Vancouver, BC, V5L 1Y9
5. The mailing address where correspondence and annual reports can be sent:
1107 West Sixth Avenue, Cheyenne, Wyoming 82001, attention William D. Bagley
6. The physical address of its proposed registered office in Wyoming and the name of its registered agent at that address is:
Companies House, 1107 West Sixth Avenue, Cheyenne, Wyoming 82001, attention William D. Bagley

SECRETARY OF STATE
WYOMING
10 JAN 20 PM 3 05

(The agent must be an individual who resides in this state, a domestic corporation or a not-for-profit domestic corporation or a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state.)

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this state:
To engage in any lawful activities authorized by the *Wyoming Business Corporations Act*.
8. The names and respective addresses of its officers and directors are:

Office	Name	Address
President and Director	Peter van Stolk	1203 - 1060 Albemni Street, Vancouver, British Columbia, Canada V6E 4K2
Secretary, CFO and Director	Jennifer L. Cue	7 - 1461 West 14th Avenue, Vancouver, British Columbia, Canada V6H 1R4
Director	Rou B. Anderson	4555 Glenwood, North Vancouver, British Columbia, Canada V7R 4G6
Director	Michael M. Fleming	1201 Third Avenue, Suite 3400, Seattle, Washington, USA 98040
Director	Matthew Kellogg	1913 - 14th Avenue East, Seattle, Washington, USA 98112

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12/19/2000 13:33 FAX 206 624 759

JONES SODA CO.

JAN-25-00 TUE 15:49

K. L. AND ROSE

FAX NO. 360-77445

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P. 04

Director	Peter Cooper	26 Corporate Plaza, Suite 230, New Port Besch, California, USA 92660
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9. The aggregate number of shares or other ownership units which it has the authority to issue, itemized by classes, par value, shares without par value and series, if any, within a class is:

Number of Shares	Class	Series	Par Value per Share
100,000,000	common	None	No par

10. The aggregate number of issued shares or other ownership units itemized by classes, par value of shares, shares without par value and series, if any, within a class, as of December 17, 1999, is:

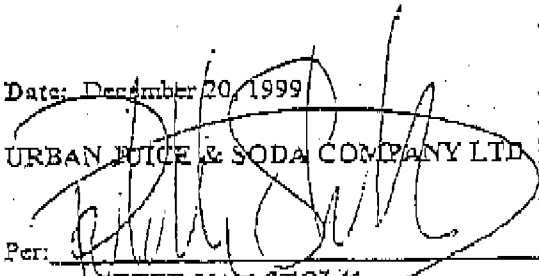
Number of Shares	Class	Series	Par Value per Share
18,709,598	common	None	No par

11. The corporation accepts the Constitution of this state in compliance with the requirements of Article 10, Section 5 of the Wyoming Constitution.
12. These Articles of Continuance will be effective as of December 31, 1999.

Date: December 20, 1999

URBAN JUICE & SODA COMPANY LTD.

Per:


 PETER VAN STOLK
 President

I, LAURIE ALTENBURG, Notary Public, do hereby certify that on the 17th day of January, 2000, personally appeared before me Peter van Stolk, who, being by me first duly sworn, declared that he signed the foregoing documents as President of the corporation, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of January, 2000.


 A NOTARY PUBLIC IN AND FOR THE
 PROVINCE OF BRITISH COLUMBIA

LAURIE ALTENBURG

Barrister & Solicitor

Suite 1100 - 1055 West Hastings Street

Vancouver, B.C. V5E 2E9

Phone: 443-7043

Fax: 443-7000

My commission expires: not applicable

URB300.519

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

JONES SODA CO.

a Washington Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 013 097

Date: February 14, 2000



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
2-916654-3