

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Cotton Club Bottling Company

Individual(s) 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: Beverage Management, Inc.
Internal Address: Suite 201
Street Address: 7955 South Cass Avenue
City: Darien State: IL Zip: 60561

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Michigan
 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: June 30, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 311,830; 985,693;
 620,587; 976,905; 675,316; 616,934

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jennifer Mikulina
 Internal Address: McDermott, Will & Emery
 Suite 4400
 Street Address: 227 W. Monroe Street
 City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 13-0206

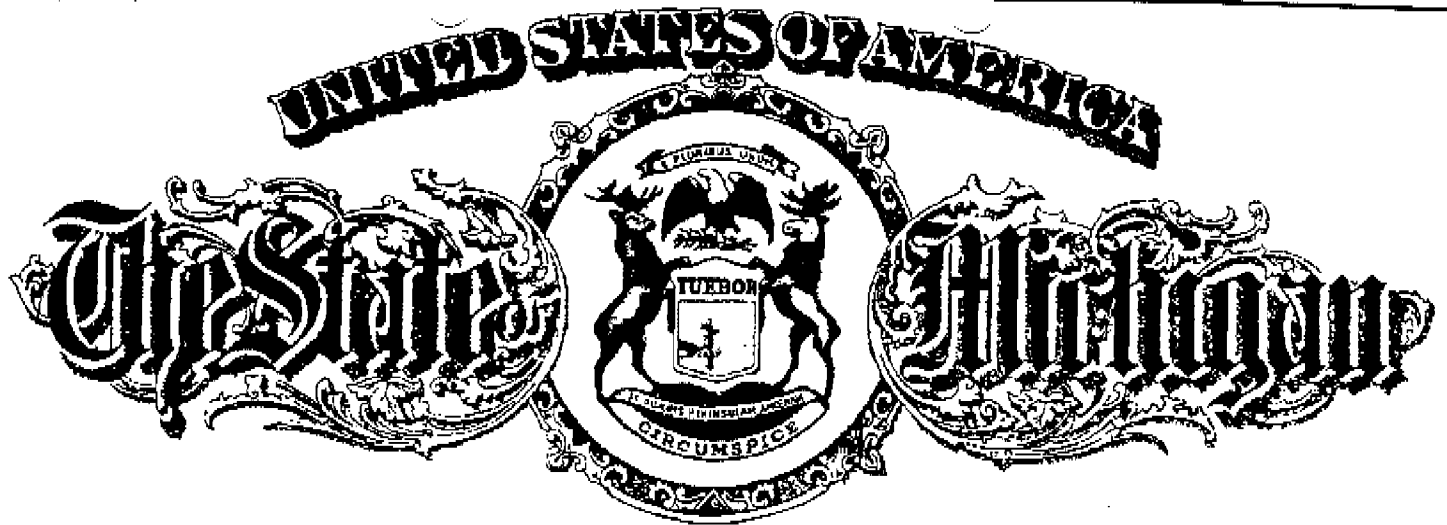
DO NOT USE THIS SPACE

9. Signature.

Jennifer Mikulina, Esq. *Jennifer Mikulina* 5-16-03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of June, 1999.

Julie Croll

, Director

CS550m (Rev 10/98)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received JUN 30 1999

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

JUN 30 1999

Administrator
CORP, SECURITIES & LAND DEV. BUREAU

Name

517-663-2525 Ref # 94420

Attn: Cheryl J. Bixby

MICHIGAN RUNNER SERVICE

P.O. Box 266

Eaton Rapids, MI 48827

EFFECTIVE DATE:

Expiration date for new assumed names: December 31.

Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Beverage Management, Inc.	285-095
Beverage America Corporate Services, Inc.	016-864
Universal Logistics, Ltd.	545-746
Ace Ginger Beer, Inc.	
Cotton Club Bottling Company	

b. The name of the surviving (new) entity and its identification number is:

Beverage Management, Inc.	285-095
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

7955 South Cass Avenue, Suite 201, Darien, Illinois 60561

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____

TRADEMARK

GOLD SEAL APPEARS ONLY ON ORIGINAL

REEL: 002652 FRAME: 0742

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
See Attachment A			

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: N/A

The manner and basis of converting shares are as follows: See Attachment B

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

N/A

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Beverage Management, Inc.

Beverage America Corporate Services, Inc.

Universal Logistics, Ltd.

By William M. Nelson
(Signature of Authorized Officer or Agent)

WILLIAM M. NELSON
(Type or print name)

Beverage Management, Inc.

(Name of Corporation)

By William M. Nelson
(Signature of Authorized Officer or Agent)

WILLIAM M. NELSON
(Type or print name)

Beverage America Corporate Services, Inc.

TRADEMARK

REEL: 002652 FRAME: 0743

By W.M. Nelson
(Signature of Authorized Officer or Agent)

WILLIAM M. NELSON V.P.
(Type or print name)

Universal Logistics, Ltd.
(Name of corporation)

Attachment A

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares in Each Class or Series</u>	<u>Class or Series of Shares Entitled to Vote</u>	<u>Class or Series Entitled to Vote as a Class</u>
Beverage Management, Inc.	20,000 Class A Common, \$1.00 Par Value 0 Class B Common, \$.10 Par Value	Class A Common	N/A
Beverage America Corporate Services, Inc.	10,000 Common, \$1.00 Par Value	Common	N/A
Universal Logistics, Ltd.	1,000 Common, \$1.00 Par Value	Common	N/A
Ace Ginger Beer, Inc.	702.13 Common, No Par Value	Common	N/A
Cotton Club Bottling Company	4,022 Common, No Par Value	Common	N/A

Attachment B

The manner and basis of converting shares are as follows:

Upon the effective date of the merger, all shares of capital stock of Beverage America Corporate Services, Inc., Universal Logistics, Ltd., Ace Ginger Beer, Inc., and Cotton Club Bottling Company which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date shall continue to represent one issued share of the surviving corporation.

CS-1000 Michigan Department of Consumer and Industry Services
 Corporation, Securities and Land Development Bureau
 6546 Mercantile Way
 P.O. Box 30054
 Lansing, Michigan 48909
 Telephone: 1-900-555-0031

RECEIPT

Receipt: 083627
 Date: 06/30/1999
 Paid By: Check
 Amount: \$37.50

Received of: MRS

Purpose: MERGER: BEVERAGE MANAGEMENT, INC.

DOCUMENT FILED 6/30/1999 BY ADMINISTRATOR

Receipt Issued By: HYDEN

----Distribution of Revenue----

Org & Filing:	\$37.50	Certs. & Copying:	\$0.00
Profit MAR:	\$0.00	Nonprofit MAR:	\$0.00
Other Fees:	\$0.00	for:	
Total:	\$37.50		