

1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Patent and Trademark Office  
Attorney Docket No: JSCO227382

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-British Columbia, Canada  
 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 Wyoming \_\_\_\_\_  
 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).  
 Additional numbers attached?  Yes  No

B. Trademark Registration No(s). 2,093,428  
 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<sup>PLLC</sup>  
 1420 Fifth Avenue  
 Suite 2800  
 Seattle, WA 98101-2347  
 206.682.8100

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

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                      Faye L. Tomlinson                      9/2/03  
 Name of Attorney or Agent                      Signature                      Date  
 Direct Dial 206.695.1717                      Total number of pages including cover sheet, attachments and document: 5

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

CH \$40.00 031740 2093428

12/19/2000 13:33 FAX 206 624 7759

JONES SODA CO.

0002

JAN-25-00 TUE 15:47

R AND ROSE

FAX NO. 30 1445

# 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 20<sup>th</sup> day of January A.D., 2000.

*Joseph B Meyer*  
\_\_\_\_\_  
Secretary of State

By *Linda Orville*  
\_\_\_\_\_

2/19/2000 13:33 FAX 206 824-7759  
JAN-25-00 TUE 15:48

JONES SODA CO. AND ROSE  
FAX NO. 360 11445

003  
1.03

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

FILED

JAN 20 00 4 0 0 6 1 5

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 Juice & 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  
JAN 20 00 4 0 0 6 1 5

*(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 Alberni Street, Vancouver, British Columbia, Canada V6E 4K2 |
| Secretary, CFO and Director | Jennifer L. Cue    | 7 - 1465 West 14th Avenue, Vancouver, British Columbia, Canada V6H 1R4  |
| Director                    | Ron 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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JONES SODA CO.

0004  
P. 04

JAN-25-00 TUE 15:49

AND ROSE

FAX NO. 360-77445

|          |              |   |
|----------|--------------|---|
| Director | Peter Cooper | 26 Corporate Plaza, Suite 230, New Port Beach, California, USA, 92660 |
|----------|--------------|---|

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:

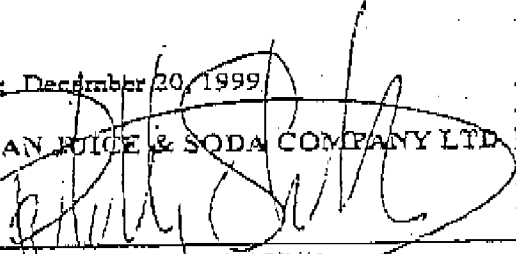
| Number of Shares | Class  | Series | Par Value per Share |
|------------------|--------|--------|---------------------|
| 18,709,598       | common | None   | No par              |

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 RICE & 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. V6E 2E9  
Phone: 443-7043  
Fax: 443-7000

My commission expires: not applicable

URB300.519