
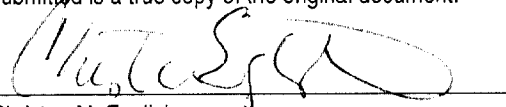




DRINKER BIDDLE & REATH L^T
 1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

04-30-2003

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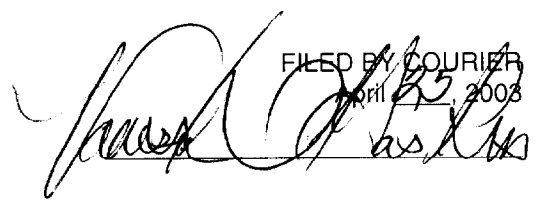
1. NAME OF CONVEYING PARTY: 4.25.03 Concord Holding LP Inc. (Delaware corp.) Concord Holding GP Inc. (Delaware corp.)	2. NAME AND ADDRESS OF RECEIVING PARTY: COTT BEVERAGES INC. A Georgia corporation 5405 Cypress Centre Drive Suite 100 Tampa, Florida 33609
3. NATURE OF CONVEYANCE: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger and Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest 3A. EXECUTION DATE: December 20, 2001 3B. EFFECTIVE DATE: December 29, 2001	2A. ASSIGNEE A FOREIGN ENTITY: No: <input checked="" type="checkbox"/> 2B. DOMESTIC REPRESENTATIVE DESIGNATED: N/A
4A. TRADEMARK APPLICATION NOS.: Additional numbers attached?	4B. TRADEMARK REGISTRATION NO(S): Reg. No. 1,091,057 – VINTAGE Reg. No. 1,273,007 – VINTAGE & Design Additional numbers attached? No
Christen M. English, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209	
6. TOTAL NUMBER OF TITLES: 2 7. TOTAL FEE: \$65.00 (Check Enclosed) 8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573 Our Ref: 31567.511/167969	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.  Christen M. English Date: April 24, 2003 Page 1 of 4

04/29/2003 LINDLER 00000218 1091057

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 02 FC:0522

40.00 00
 25.00 00

31567.511/512-167969/70
 DCX3785741


 FILED BY COURIER
 April 25, 2003

TRADEMARK
 REEL: 002721 FRAME: 0161

2/28/01 10:00 FAX

DB&R PHILA.

002/008

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CONCORD HOLDING GP INC.
(a Delaware corporation)

and

CONCORD HOLDING LP INC.
(a Delaware corporation)

with and into

COTT BEVERAGES INC.
(a Georgia corporation)

It is hereby certified that:

FIRST: Cott Beverages Inc. (the "Surviving Corporation") is a business corporation of the State of Georgia.

SECOND: The Surviving Corporation is the owner of all of the outstanding shares of common stock of Concord Holding GP Inc. and Concord Holding LP Inc., each a business corporation of the State of Delaware (collectively, the "Constituent Corporations").

THIRD: The laws of the jurisdiction of organization of the Surviving Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FOURTH: The Surviving Corporation hereby merges the Constituent Corporations with and into the Surviving Corporation (the "Merger").

FIFTH: Attached hereto as Exhibit A is a copy of the resolutions adopted on December 10, 2001, by the Board of Directors of the Surviving Corporation to merge the Constituent Corporations with and into the Surviving Corporation.

SIXTH: The Merger shall be effective at 11:00 a.m. on December 29, 2001.

PHTRANS0529162

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/28/2001
010675792 - 3302845

IN WITNESS WHEREOF, Cott Beverages Inc. has caused this Certificate of Ownership and Merger to be duly executed by an authorized person this 20th day of December, 2001.

COTT BEVERAGES INC.

By: *Catherine M. Brennan*
Name: Catherine M. Brennan
Title: Vice President and Treasurer

12/28/01 10:00 FAX

DB&R PHILA.

004/008

Exhibit A

BE IT RESOLVED that each of Concord Holding GP Inc., a Delaware corporation, and Concord Holding LP Inc., a Delaware corporation, (collectively, the "Constituent Corporations") be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the Constituent Corporations be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Constituent Corporations in each of their names.

BE IT FURTHER RESOLVED that the Corporation assume all of the obligations of the Constituent Corporations.

BE IT FURTHER RESOLVED that the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of either of the Constituent Corporations, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding, and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Cott Beverages Inc.
5405 Cypress Centre Drive
Suite 100
Tampa, FL 33609

BE IT FURTHER RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Georgia, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the Constituent Corporations and of the Corporation and in any other appropriate jurisdiction.

BE IT FURTHER RESOLVED that the effective time of the merger, as set forth in the Certificate of Merger filed with the State of Georgia and the Certificate of Ownership and Merger filed with the State of Delaware, shall be at 11:00 a.m. on December 29, 2001.

BE IT FURTHER RESOLVED, that the Plan of Merger providing for the merger into the Corporation of each of the Constituent Corporations, in the form attached hereto as Exhibit A, is hereby adopted and approved.

PHTRANS3565061

2/28/01 10:00 FAX

DB&R PHILA.

005/008

BE IT FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby each severally authorized in the name of and on behalf of the Corporation to perform any and all acts as may be necessary or desirable to execute, file and deliver all instruments and other documents contemplated by the foregoing resolutions and to take any and all further action which such officers may deem necessary or desirable to effectuate any action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions; and the execution by any such officer of any such documents or the performance by any such officer of any such act in connection with the foregoing matters shall conclusively establish his authority therefor from the Corporation and the approval and ratification by the Corporation of the documents so executed and the actions so taken.

BE IT FURTHER RESOLVED THAT, the foregoing resolutions may be signed in one or any number of counterparts, each of which, when signed, will constitute one and the same instrument.

Delaware

PAGE 1

The First State

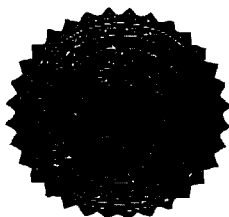
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CONCORD HOLDING GP INC.", A DELAWARE CORPORATION,

"CONCORD HOLDING LP INC.", A DELAWARE CORPORATION,

WITH AND INTO "COTT BEVERAGES INC." UNDER THE NAME OF "COTT BEVERAGES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2001, AT 11 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3302844 8100M

020649250

AUTHENTICATION: 2045340

DATE: 10-21-02

RECORDED: 04/25/2003

TRADEMARK

REEL: 002721 FRAME: 0166