

07-31-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



102512972

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

Tab settings

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

1. Name of conveying party(ies): 7-29-03 Pure Water Corporation
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [X] Yes [] No

2. Name and Address of receiving party(ies)
Name: Danone Waters of North America, Inc.
Internal
Address: Suite 400
Street Address: 3280 E. Foothill Boulevard
City: Pasadena State: CA Zip: 91107
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State: 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 [X] No

3. Nature of conveyance:
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: May 15, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
N/A
Additional number(s) attached [X] Yes [] No

B. Trademark Registration No.(s)
See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Intellectual Property Docketing
Internal Address: SHEARMAN & STERLING LLP
Street Address: 599 Lexington Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 14
7. Total fee (37 CFR 3.41)..... \$ 290.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. If check is missing or otherwise insufficient, charge deposit account number:
50-0324
(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.
Tamara L. Hrivnak
Name of Person Signing
Signature
July 21, 2003
Date

Total number of pages including cover sheet, attachments, and document: 14

07/30/2003 DBYRNE 00000133 2172286

01 FC:8521
02 FC:8522

40.00 DP
250.00 DP

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

Continuation of Trademark Recordation Form Cover Sheet

2. Name of conveying party(ies):

Crystal Springs – Seattle, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

3. Name of conveying party(ies):

Spring Water, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

4. Name of conveying party(ies):

Cullyspring Water Co., Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

5. Name of conveying party(ies):

Crystal Spring Acquisition, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

Continuation of Box 4:

Registration Numbers

Mark	Reg. Number	Reg. Date	Owner
Sugarloaf spring rain spring water natural bottled at the source	2,216,747	1/5/99	Spring Water Inc.
Our seal is your assurance of quality since 1970	2,119,327	12/9/97	Pure Water Corporation
Our Seal is your assurance of quality since 1970	2,121,197	12/16/97	Pure Water Corporation

The pure water solution	2,172,286	7/14/98	Pure Water Corporation
Design only	2,117,677	12/2/97	Pure Water Corporation
Our seal in your assurance of quality since 1970	2,121,196	12/16/97	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,013,063	11/5/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,011,370	10/29/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,039,303	2/18/97	Pure Water Corporation
Cullyspring	1,754,125	2/23/93	Cullyspring Water Co., Inc.
Design only	1,714,809	9/15/92	Pure Water Corporation

NO ADDITIONAL PAGES

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

**CRYSTAL SPRINGS-SEATTLE, INC., CULLYSPRING
WATER CO., INC. & PURE WATER CORPORATION**

**MERGED INTO DANONE WATERS OF NORTH AMERICA, INC., A DELAWARE
CORPORATION QUALIFIED IN WASHINGTON**

as filed in this office on May 15, 2003.

Date: May 16, 2003



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

Sam Reed, Secretary of State

ek

FILED
SECRETARY OF STATE

MAY 15 2003

STATE OF WASHINGTON

**ARTICLES OF MERGER OF
OF
CRYSTAL SPRINGS - SEATTLE, INC.,
SPRING WATER, INC.,
CULLYSPRING WATER CO., INC.,
PURE WATER CORPORATION, AND
CRYSTAL SPRING ACQUISITION, INC.,
INTO
DANONE WATERS OF NORTH AMERICA, INC.**


To the Secretary of State
State of Washington

Pursuant to the provisions of the Washington Business Corporation Act, the undersigned hereby submits the following Articles of Merger:

1. Attached hereto as Annex A and made a part hereof is the Agreement and Plan of Merger for merging Crystal Springs - Seattle, Inc., a Washington corporation, Spring Water, Inc., a Delaware corporation, Cullyspring Water Co., Inc., a Washington corporation, Pure Water Corporation, a Washington corporation, and Crystal Spring Acquisition, Inc., a Delaware corporation, with and into Danone Waters of North America, Inc., a Delaware corporation (the "Merger"), as adopted by the Unanimous Written Consent of the Board of Directors of each of the constituent corporations on May 15, 2003.
2. The Merger was duly approved by the shareholders of each of Crystal Springs - Seattle, Inc., Spring Water, Inc., Cullyspring Water Co., Inc., Pure Water Corporation, and Crystal Spring Acquisition, Inc., in each case pursuant to RCW 23B.11.030.
3. The Merger is permitted by the laws of the State of Delaware, which is the jurisdiction of organization of Danone Waters of North America, Inc., Spring Water, Inc., and Crystal Spring Acquisition, Inc., and has been authorized in compliance with said laws.
4. The effective time and date of the Merger in the State of Washington shall be at the later of the time of the filing of the Articles of Merger or the Certificate of Merger, as required by the applicable state laws, or 11:59 PM on May 15, 2003.

Executed on: May 15, 2003

Danone Waters of North America, Inc.

By 
Name: Bryan Crittenden
Title: Chief Financial Officer

ANNEX A
AGREEMENT AND PLAN OF MERGER

05/21/03 WED 14:21 FAX
TRADEMARK
REEL: 002791 FRAME: 0597

DANONE WATERS ACCTG

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of May 15, 2003 ("Plan of Merger"), among Danone Waters of North America, Inc., a Delaware corporation ("DWNA"), Crystal Springs - Seattle, Inc., a Washington corporation, Spring Water, Inc., a Delaware corporation, Cullyspring Water Co., Inc., a Washington corporation, Pure Water Corporation, a Washington corporation, and Crystal Spring Acquisition, Inc., a Delaware corporation (collectively, the "Sparks Corporations"), and Danone Holdings, Inc., a Delaware corporation ("DHI").

WHEREAS, DHI owns all of the issued and outstanding shares of DWNA and the Sparks Corporations; and

WHEREAS, DHI and the Boards of Directors of DWNA and the Sparks Corporations have determined that it is advisable that the Sparks Corporations merge with and into DWNA (the "Merger") on the terms and subject to the conditions stated in this Agreement and Plan of Merger and in accordance with the General Corporation Law of the State of Delaware ("Delaware Law") and the Washington Business Corporations Act;

NOW, THEREFORE, DHI, DWNA and the Sparks Corporations hereby enter into the following Agreement and Plan of Merger:

SECTION 1. The Merger. At the Effective Time (as defined below), each of the Sparks Corporations shall merge with and into DWNA, the separate corporate existence of each of the Sparks Corporations shall cease, DWNA shall assume all of the liabilities of the Sparks Corporations, and DWNA shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 2. Effective Time of the Merger. The merger shall become effective at the later of the time of the filing of the Articles of Merger or the Certificate of Merger, as required by the applicable state laws, or 11:59 PM on May 15, 2003 (the "Effective Time").

SECTION 3. Certificate of Incorporation and By-laws. The Certificate of Incorporation and By-laws of DWNA, as each is in effect immediately before the Effective Time, shall be the Certificate of Incorporation and By-laws, respectively, of the Surviving Corporation. Thereafter the Certificate of Incorporation of the Surviving Corporation may be amended as provided by law or by such Certificate of Incorporation and the By-laws of the Surviving Corporation may be amended as provided by law or by the Certificate of Incorporation or By-laws of the Surviving Corporation.

SECTION 4. Directors and Officers. The directors of DWNA immediately before the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving

Corporation. The officers of DWNA immediately before the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.


SECTION 5. Cancellation of Shares of the Sparks Corporations. At the Effective Time, all of the shares of capital stock of each of the Sparks Corporations that are issued and outstanding immediately before the Effective Time shall be deemed cancelled without consideration.

IN WITNESS WHEREOF, each of parties hereto has caused its duly authorized officer to execute and deliver this Plan of Merger as of the date first written above.


Danone Waters of North America, Inc.

By _____
Name: Bryan Crittenden
Title: Chief Financial Officer


Crystal Springs - Seattle, Inc.

By 
Name: Stewart Allen
Title: President

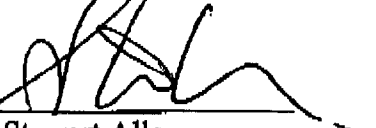
Spring Water, Inc.

By 
Name: Stewart Allen
Title: President

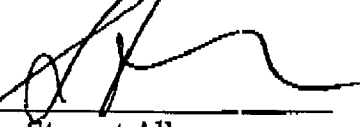
Cullyspring Water Co., Inc.

By 
Name: Stewart Allen
Title: President

Crystal Spring Acquisition, Inc.

By 
Name: Stewart Allen
Title: President

Pure Water Corporation

By 
Name: Stewart Allen
Title: President

Danone Holdings, Inc.

By _____
Name:
Title:

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Danone Waters of North America, Inc.

By 
Name: Bryan Crittenden
Title: Chief Financial Officer

Crystal Springs - Seattle, Inc.

By _____
Name: Stewart Allen
Title: President

Spring Water, Inc.

By _____
Name: Stewart Allen
Title: President

Cullyspring Water Co., Inc.

By _____
Name: Stewart Allen
Title: President

Crystal Spring Acquisition, Inc.

By _____
Name: Stewart Allen
Title: President

Pure Water Corporation

By _____
Name: Stewart Allen
Title: President

Danone Holdings, Inc.

By 
Name:
Title:

Trademarks

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