

11-18-2003

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



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

102603304

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):
 Danone Waters of North America, Inc.

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: Sparkletts Waters of North America, LP
 Internal
 Address: Suite 500
 Street Address: 5660 New Northside Drive
 City: Atlanta State: GA Zip: 30328

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State: _____
 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 Certificate of Conversion

Execution Date: November 6, 2003

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

B. Trademark Registration No.(s)
See Attached

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41)..... \$ 615.00
 Enclosed
 Authorized to be charged to deposit account

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

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 [Signature] November 14, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

11/18/2003 MUELLER 00000027 78141841

01 FC:8521 40.00 OP
02 FC:8522 575.00 OP

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

OFFICE OF PATENT RECORDS
2003 NOV 17 PM 4:06
FINANCE SECTION

Continuation of Trademark Recordation Form Cover Sheet

Continuation of Box 4:

Application Numbers

78/141,841	78/118,056	78/022,327	75/761,059
------------	------------	------------	------------

Registration Numbers

2,052,334	2,225,430	2,117,677	2,013,063
2,128,778	2,301,772	1,714,809	2,011,370
2,026,753	1,718,540	2,121,196	2,039,303
1,076,638	1,741,749	2,119,327	2,172,286
625,100	1,754,125	2,121,197	2,216,747

NO ADDITIONAL PAGES

**CERTIFICATE OF CONVERSION FROM A CORPORATION
TO A LIMITED PARTNERSHIP OF
DANONE WATERS OF NORTH AMERICA, INC. TO
SPARKLETTS WATERS OF NORTH AMERICA, LP**

This Certificate of Conversion, dated as of November 6, 2003, is being duly executed and filed by an authorized officer of Danone Waters of North America, Inc., a Delaware corporation (the "Corporation"), to convert the Corporation to a Delaware limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101 et seq.) (the "Revised Uniform Limited Partnership Act") and the General Corporation Law of the State of Delaware (8 Del. C. § 101 et seq.) (the "General Corporation Law").

FIRST. The name of the Corporation immediately prior to the filing of this Certificate of Conversion was Danone Waters of North America, Inc. The name under which the Corporation was originally incorporated is Dannon International Brands, Inc.

SECOND. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware on June 28, 1995.

THIRD. The name of the limited partnership into which the Corporation shall be converted, as set forth in its Certificate of Limited Partnership, is Sparkletts Waters of North America, LP.

FOURTH. The conversion of the Corporation to a limited partnership has been approved in accordance with the provisions of Section 266 of the General Corporation Law and Section 17-217 of the Revised Uniform Limited Partnership Act.

FIFTH. The jurisdiction where the Corporation was first incorporated is Delaware. The jurisdiction of the Corporation immediately prior to filing this Certificate of Conversion is Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

Danone Waters of North America, Inc.

By:


Name: Bryan Crittenden

Title: Vice President, Secretary
and Treasurer

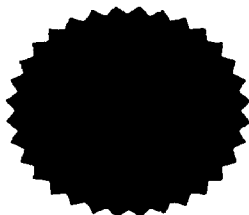
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "DANONE WATERS OF NORTH AMERICA, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "DANONE WATERS OF NORTH AMERICA, INC." TO "SPARKLETTS WATERS OF NORTH AMERICA, LP", FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 2003, AT 11:08 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2520314 8100V

AUTHENTICATION: 2734134

030713123

DATE: 11-06-03

RECORDED: 11/14/2003

TRADEMARK
REEL: 002864 FRAME: 0966