

11/17/03

11-19-2003



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102603869

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):
Union De Cervecerias Peruanas Backus Y Johnston S.A.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 16, 1998

2. Name and address of receiving party(ies)

Name: Union De Cervecerias Peruanas
Internal Backus Y Johnston S.A.A.

Address: _____
Jr. Chiclayo 594 Rimac
Street Address: Lima 25 Peru, Apartado 189
City: Lima State: Peru Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Peru
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,675,260 2,135,330

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Malloy & Malloy, P.A.

Internal Address: _____

Street Address: 2800 S.W. Third Avenue

11/18/2003 **DBYRME 00000209 1675260**

City: Miami State: Fl Zip: 33129

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

David A. Gast
Jennie S. Malloy
Name of Person Signing

David A. Gast
Signature

November 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 002865 FRAME: 0486

11/18/2003
01 FC:8521
02 FC:8522

REPUBLICA DEL PERU (THE REPUBLIC OF PERU)
COLEGIO DE NOTARIOS DE LIMA
(NOTARIES ASSOCIATION IN AND FOR LIMA)
PERCY GONZALES VIGIL BALBUENA
ATTORNEY-AT-LAW, NOTARY PUBLIC IN AND FOR LIMA

Notarial Record -16525
Kardex-007793

PARTIAL NOTARIAL COPY

PERCY GONZALEZ VIGIL BALBUENA

ATTORNEY-AT-LAW, NOTARY PUBLIC IN AND FOR LIMA

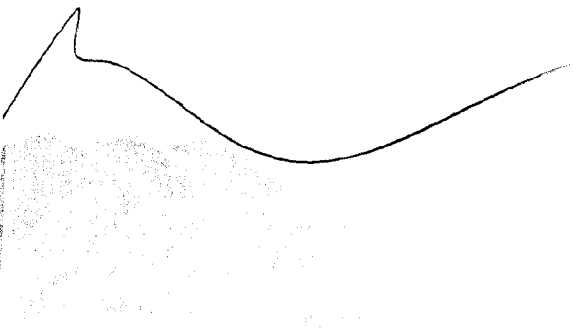
I DO HEREBY CERTIFY that on March 16, 1998, on Page 14,840 of the Registry of Notarial Instruments belonging to former Notary Public in and for Lima, Felipe DE OSMA ELIAS, Esq., the **CAPITAL INCREASE AND PARTIAL AMENDMENT TO THE BYLAWS DUE TO ADAPTATION TO THE LAW 261887 EXECUTED BY UNION DE CERVECERÍAS PERUANAS BACKUS Y JOHNSTON, SOCIEDAD ANÓNIMA**, which changed its name to : **UNION DE CERVECERÍAS PERUANAS BACKUS Y JOHNSTON SOCIEDAD ANONIMA ABIERTA**", is recorded, which pertinent parts of such Notarially Recorded Instrument have been requested to me, and I transcribe as follows:

(...) **ROUGH DRAFT**

ONE: CERVECERIA BACKUS Y JOHNSTON SOCIEDAD ANONIMA was incorporated by Public Deed dated May 10, 1955, executed before Notary Public, Elias MUJICA ALVAREZ CALDERON, Esq., and duly on Page 19, Volume 152 of Registry of Companies in and for Lima.

Following such filing entries all the notarially recorded instruments amending the Articles of Incorporation are recorded therein, particularly the Notarial Instrument dated April 17, 1997, executed before Notary Public, Maria MUJICA BARREDA, Esq., whereby it was resolved to increase the paid-up capital stock of the Corporation to S/.719,738,890 (Seven Hundred Nineteen Million Seven Hundred Thirty Eight Thousand Eight Hundred Ninety Nuevos Soles).

This Notarially Recorded Instrument is recorded in Entry 3-B, Card 117593 of the Registry of Companies in and for Lima.



(...) MINUTA.-----

TWO:

The Regular Shareholders' Meeting held on February 18, 1998 resolved the following:

- A. To increase the capital stock by S/.35,986,940 (Thirty Five Million Nine Hundred Eighty Six Thousand Nine Hundred Forty Nuevos Soles) arising from the re-statement of the Capital Account adjusted as of December 31, 1997.
- B. To capitalize S/.73,607,380 (Seventy Three Million Six Hundred Seven Thousand Three Hundred Eighty Nuevos Soles) arising from the unrestricted earnings of the year 1997.
- C. To increase the capital stock from S/.719,738,890 (Seven Hundred Nineteen Million Seven Hundred Thirty Eight Thousand Eight Hundred Ninety Nuevos Soles) and amend the first paragraph of Article 2.01 of the Bylaws.
- D. To amend the Bylaws of the Corporation in order to adapt them to the provisions of the Restated Business Corporation Law – Law 26887.

The appropriate Rough Draft and Notarially Recorded Instrument are also recorded on the above-referred Minutes that the Principal was entrusted to sign.

THREE:

(...) TITLE ONE:

Name, Principal Place of Business, Purpose and Existence

Article 1.01: Name and Principal Place of Business

UNION DE CERVECERÍAS PERUANAS BACKUS Y JOHNSTON SOCIEDAD ANONIMA ABIERTA, also known in its abbreviated form as: CERVECERÍAS PERUANAS BACKUS S.A.A. is an Open Joint-Stock Limited Liability Corporation with principal place of business in the City of Lima. By resolution adopted by the Board of Directors, it may also establish branch offices or agencies in other locations in Peru or abroad.

The Corporation is governed by these Bylaws, the Business Corporations Law and other applicable provisions.

Article 1.02: Purpose

The purpose of the Corporation is the preparation, , packing, sale, distribution and any other class of negotiations related to malted beverages and malt, non-alcoholic beverages and sodas. The purpose of the Corporation also includes the investment in securities in local or foreign companies, the exploitation of rural properties, sale,

Industrialization, preservation, marketing and export of agricultural products, as well as the rendering of advisory services related to the above-referred activities.

The purpose also includes the import and clearance of goods through customs under any of the customs systems provided by law.

In order to comply with its purpose, the Corporation may carry out, without any limitation whatsoever, any and all acts and enter into any and all contracts as provided for by law.

ARTICLE 1.03: EXISTENCE

The Corporation has perpetual existence, and started operations on January 1, 1955.

(... As stated in the Notarially Recorded Instrument, which this document purports to represent, if necessary, I issue this Partial Notarial Copy in three (3) pages, which prior verification provided by law, I seal and sign.- Percy GONZALEZ VIGIL B., Attorney-at-Law – Notary Public in and for Lima, as Administrator of the Notarial Records of Felipe DE OSMA ELIAS, Esq., according to Resolution issued by the Notaries Association in and for Lima, dated March 19, 1999.

Given in the City of Lima on June 2, 2000

(signed) Percy Gonzalez Vigil B.
Attorney-at-Law, Notary Public in and for Lima

Registration: The Capital Increase and Amendment to the Bylaws is recorded in Entry 11013167 of the Registry of Companies.

Lima, April 24, 1998

Miraflores, June 2, 2000

(signed) Percy Gonzalez Vigil B.
Attorney-at-Law, Notary Public in and for Lima

**JUNTA DE DECANOS DE LOS COLEGIOS DE NOTARIOS DEL PERÚ
(BOARD OF DEANS OF THE PERUVIAN ASSOCIATION OF NOTARIES)**

Pursuant to the provisions of the Bylaws, Article 11, of the Board of Deans of the Peruvian Association of Notaries, in accord with Supreme Decree 010-98-JUS, Article 2, Eduardo LAOS MORA, acts herein in the name, in lieu and in stead of the Chairman

the Board of Directors of said entity to certify that the signatures and seals appearing on the foregoing document are the true, proper and respective handwriting and seals of Percy GONZALEZ VIGIL BALBUENA, Attorney-at-Law and Notary Public in and for Lima, currently in office.

Receipt: 13919

Lima, December 28, 2001

(signed) Eduardo Laos Mora, Notary/Seal/Raised seal

REPÚBLICA DEL PERÚ (THE REPUBLIC OF PERU)
MINISTERIO DE RELACIONES EXTERIORES
(MINISTRY OF FOREIGN AFFAIRS)
DIRECCIÓN GENERAL DE ASUNTOS CONSULARES
(CONSULAR AFFAIRS BUREAU)
LEGALIZACIONES (AUTHENTICATION OFFICE)

#138722

The foregoing signature of Eduardo LAOS MORA, IS HEREBY AUTHENTICATED.

For the contents of the attached document, this Bureau assumes no responsibility.

Lima, January 2, 2002

(signed) Antonio Barrionuevo Arenas
Consular Formalities Department
Authentication Office/Seal

MS/LD/MCP
030003K2.9

I, THE UNDERSIGNED CERTIFIED STATE TRANSLATOR DO HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ORIGINAL TEXT IN.....*Spanish*.....ATTACHED HERETO. THIS TRANSLATION SHALL NOT BE CONSIDERED AS AN ACKNOWLEDGMENT OF THE AUTHENTICITY OF THE ORIGINAL DOCUMENT.

IN WITNESS WHEREOF I HEREUNTO SET MY HAND AND AFFIX MY SEAL IN LIMA THIS...*3rd*...DAY OF...*January*...*2002*.....

Maria del Carmen Pizarro Sabogal
Maria del Carmen Pizarro Sabogal
Certified State Translator

~~TRADEMARK~~