Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨⇨⇨ ▼

01-16-2004

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

To the Honorable Commissione ... ched original documents or copy thereof.

1. Name of conveying party(ies):
SUNTORY WATER GROUP, INC.
1-13-04

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State - Delaware
- [ ] Other

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

2. Name and address of receiving party(ies)
Name: WATER GROUP OF NORTH AMERICA LP
Internal Address:
Street Address: 5660 New Northside Drive
City: Atlanta State: GA Zip: 30328

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [x] Limited Partnership of 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
- [x] Other Certificate of conversion

Execution Date: November 5, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/613,753; 75/613,765; 75/786,875; 75/786,879;
B. Trademark Registration No.(s) 84,705; 868,229; 890,568; 995,696; 1,063,470;

Additional number(s) attached [✓] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Barbara H. Loewenthal
Internal Address: GOTTLIEB RACKMAN & REISMAN
Street Address: 270 MADISON AVENUE, 8th floor
City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: ..... 96

7. Total fee (37 CFR 3.41).....$ 2,415.00
- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

**DO NOT USE THIS SPACE**

9. Signature.

Barbara H. Loewenthal — Name of Person Signing
Signature
1/13/04 — Date

Total number of pages including cover sheet, attachments, and document: 9

01/15/2004 DBYRNE 00000156 75613753
01 FC:8521 40.00 OP
02 FC:8522 2375.00 OP

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

*Continuation Recordation form cover sheet*

**WATER GROUP OF NORTH AMERICA LP**

| MARK | APPLICATION NO. |
|---|---|
| DELIVERING GOOD HEALTH DIRECT TO YOUR DOOR | 76/272,784 |
| HINCKLEY SPRINGS & DESIGN | 76/309,978 |
| WATER.COM & DESIGN | 76/329,125 |
| A NATURAL PART OF YOUR LIFE | 76/513,700 |
| KENTWOOD SPRINGS PURIFIED WATER & DESIGN | 76/513,703 |
| WATER FILTRATION COFFEE & DESIGN | 76/513,704 |
| CRYSTAL SPRINGS PURIFIED WATER & DESIGN | 76/513,705 |
| KENTWOOD SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN | 76/513,786 |
| SIERRA SPRINGS A NATURAL PART OF YOUR LIFE | 76/513,787 |
| HINCKLEY SPRINGS A NATURAL & DESIGN | 76/513,788 |
| BELMONT SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN | 76/513,791 |
| CRYSTAL SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN | 76/513,793 |
| HINCKLEY SPRINGS PURIFIED WATER & DESIGN | 76/513,794 |
| XDROPS | 78//220,734 |
| MILLION DOLLAR MOUNTAIN | 78/245,184 |

**WATER GROUP OF NORTH AMERICA LP**

| MARK | REGISTRATION NO. |
|---|---|
| POLAR & DESIGN | 1,177,537 |
| POLAR & DESIGN | 1,220,478 |
| POLAR CRYSTAL & DESIGN | 1,220,479 |
| KENTWOOD & DESIGN | 1,227,734 |
| MISCELLANEOUS DESIGN | 1,283,772 |
| CLOISTER | 1,358,693 |
| MISCELLANEOUS DESIGN | 1,368.009 |
| MISCELLANEOUS DESIGN | 1,374,120 |
| KENTWOOD & DESIGN | 1,376,169 |
| KENTWOOD & DESIGN | 1,376,422 |
| KENTWOOD KAMEL & DESIGN | 1,379,432 |
| MISCELLANEOUS DESIGN | 1,382,904 |
| KENTWOOD & DESIGN | 1,409,858 |
| 10-K & DESIGN | 1,422,211 |
| MISCELLANEOUS DESIGN | 1,424,189 |
| 10-K | 1,424,190 |
| SIERRA | 1,428,913 |
| EBB-FLO & DESIGN | 1,447,154 |
| SPRINGLITE | 1,464,791 |

| | |
|---|---|
| COLORADO CRYSTAL | 1,464,793 |
| BELMONT SPRINGS | 1,473,752 |
| BELMONT SPRINGS | 1,474,411 |
| THE PURE WATER PEOPLE | 1,525,495 |
| NURSERY | 1,527,257 |
| POLAR & DESIGN | 1,644,872 |
| 10-K & DESIGN | 1,658,455 |
| CRYSTAL SPRINGS & DESIGN | 1,750,905 |
| BELMONT SPRINGS & DESIGN | 1,828,483 |
| MISCELLANEOUS DESIGN | 1,844,013 |
| KENTWOOD | 1,858,306 |
| MISCELLANEOUS DESIGN | 1,861,947 |
| KENTWOOD | 1,862,686 |
| HOOSIER | 1,908,697 |
| KENTWOOD COFFEE | 1,934,066 |
| SIERRA | 1,967,731 |
| ADMIRAL DEWEY & DESIGN | 1,999,405 |
| THE PURE WATER PEOPLE SINCE 1888 | 2,016,926 |
| TALAWANDA & DESIGN | 2,083,253 |
| QUALITY... MORE THAN JUST TALK. IT'S OUR WAY OF LIFE! | 2,147,700 |

| | |
|---|---|
| KENTWOOD SPRINGS | 2,169,782 |
| TRANSPORT | 2,173,994 |
| YOUR FRIENDS, YOUR NEIGHBORS, YOUR WATER! | 2,181,490 |
| PLAY HARDER LAST LONGER DRINK WATER | 2,187,375 |
| IMPASS & DESIGN | 2,244,818 |
| KIDZ WATER | 2,258,207 |
| ARE YOU GETTING ENOUGH...WATER | 2,259,995 |
| SIERRA AND DESIGN | 2,260, 893 |
| KIDZ WATER HYDRATORS | 2,277,102 |
| VAPOR KIDZ WATER & DESIGN | 2,282,543 |
| X-STREAM KIDZ WATER & DESIGN | 2,282,564 |
| MISTY KIDZ WATER & DESIGN | 2,282,588 |
| HYDRO KIDZ WATER & DESIGN | 2,284,490 |
| ICE KIDZ WATER & DESIGN | 2,291,970 |
| CRYSTAL KIDZ WATER & DESIGN | 2,301,317 |
| KIDZ | 2,344,147 |
| DESIGN (DROPLET WITH WAVE) | 2,445,531 |
| PACIFIC PURE AND DESIGN | 2,464,830 |
| CRYSTAL SPRINGS & DESIGN | 2,550,604 |
| GOURMET CAFÉ FRITZ & DESIGN | 2,609,541 |

**WATER GROUP OF NORTH AMERICA LP**

| | |
|---|---|
| CAFÉ FRITZ | 2,617,608 |
| HINCKLEY SPRINGS | 2,635,764 |
| NURSERY | 2,648,996 |
| DRINK TO YOUR GOOD HEALTH | 2,649,793 |
| CRYSTAL SPRINGS & DESIGN | 2,662,265 |
| HINCKLEY SPRINGS & DESIGN | 2,668,365 |
| BELMONT SPRINGS & DESIGN | 2,680,005 |
| SIERRA SPRINGS & DESIGN | 2,680,006 |
| KENTWOOD SPRINGS & DESIGN | 2,712,767 |
| SIERRA SPRINGS & DESIGN | 2,719,606 |
| KENTWOOD SPRINGS & DESIGN | 2,727,478 |
| POLAR PURE | 2,743,648 |
| SIERRA SPRINGS | 2,769,409 |

# Delaware



*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 "SUNTORY WATER GROUP, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "SUNTORY WATER GROUP, INC." TO "WATER GROUP OF NORTH AMERICA LP", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2003, AT 11:23 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

2071647 8100V

030709859

AUTHENTICATION: 2731519

DATE: 11-05-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:23 AM 11/05/2003
FILED 11:23 AM 11/05/2003
SRV 030709859 - 2071647 FILE

# CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED PARTNERSHIP OF SUNTORY WATER GROUP, INC. TO WATER GROUP OF NORTH AMERICA LP

This Certificate of Conversion, dated as of November 5, 2003, is being duly executed and filed by an authorized officer of Suntory Water Group, 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 Suntory Water Group, Inc. The name under which the Corporation was originally incorporated is BMI Acquisition Corporation.

SECOND. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware on September 20, 1985.

THIRD. The name of the limited partnership into which the Corporation shall be converted, as set forth in its Certificate of Limited Partnership, is Water Group 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.

Suntory Water Group, Inc.

By: _____

Name: Chris White

Title: President and Chief Executive Officer