



102648558

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 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 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 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

6. Total number of applications and registrations involved: 96

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

7. Total fee (37 CFR 3.41) \$ 2,415.00 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 Date 1/13/04

01/15/2004 DBYRNE 00000156 75613753

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

01 FC:6521 02 FC:6522

40.00MB documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 2375.00 OP

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

<u>MARK</u>	<u>REGISTRATION NO.</u>
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

Continuation Recordation form cover sheet
WATER GROUP OF NORTH AMERICA LP

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

Continuation Recordation form cover sheet
WATER GROUP OF NORTH AMERICA LP

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

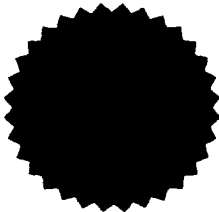
Delaware

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 "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

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030709859

AUTHENTICATION: 2731519

DATE: 11-05-03

TRADEMARK
REEL: 002899 FRAME: 0258

**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: Chris White
Name: Chris White
Title: President and Chief Executive Officer