

Form PTO-1594
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OMB No. 0651-0027 (exp. 6/30/2005)

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

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

1. Name of conveying party(ies):

SUNTORY WATER GROUP, INC.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other CERTIFICATE OF CONVERSION

Execution Date: NOVEMBER 5, 2003

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,806,322;
2,125,654

Additional number(s) attached Yes No

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

Name: BARBARA H. LOEWENTHAL, ESQ.

Internal Address: GOTTLIEB RACKMAN & REISMAN

Street Address: 270 MADISON AVENUE

City: NEW YORK State: NY Zip: 10016

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:

07-1730

DO NOT USE THIS SPACE

9. Signature.

Barbara H. Loewenthal
Name of Person Signing


Signature

01/17/04
Date

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

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

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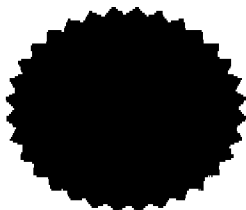
Delaware

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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

AUTHENTICATION: 2731519

030709859

DATE: 11-05-03

TRADEMARK
 REEL: 002927 FRAME: 0787

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: Chris White

Name: Chris White
Title: President and Chief Executive Officer

GOTTLIEB, RACKMAN & REISMAN, P.C.
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FACSIMILE COVER SHEET

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TO: ASSIGNMENT RECORDATION SERVICES

COMPANY: Director of the United States Patent and Trademark Office

FAX NO. 703 306 5995

FROM: GOTTLIEB, RACKMAN & REISMAN, P.C.

We are sending a communication of page(s) (including this cover sheet). Please call (212) 684-3900 immediately if transmission is interrupted or of poor quality.

August 17, 2004

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