

RECORDATION FORM COVER SHEET
U.S. Department of Commerce, Patent and Trademark Office
TRADEMARKS ONLY

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

1. Name of conveying party(ies): Crystal Rock Spring Water Company, Inc.
2. Name and address of receiving party(ies): Name: Vermont Pure Holdings, Ltd. Internal Address: P.O. Box 536 Street Address: 45 Krupp Drive City: Williston State: VT ZIP: 05495

3. Nature of conveyance: X Merger Execution Date: October 20, 2004
If assignee is not domiciled in the United States, a domestic representative designation is attached: X No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/330819 B. Trademark registration No.(s) Additional numbers attached? X No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan Barbieri Montgomery, Esq. Internal Address: Foley Hoag LLP

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40 X Authorized to be charged to deposit account

8. Deposit account number: 06-1446 (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. Susan Barbieri Montgomery, Esq. Signature Date 12/17/2004 Total number of pages comprising cover sheet: 1

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CRYSTAL ROCK SPRING WATER COMPANY, INC.", A CONNECTICUT CORPORATION,

"VERMONT PURE SPRINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VERMONT PURE HOLDINGS, LTD." UNDER THE NAME OF "VERMONT PURE HOLDINGS, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 1:08 O'CLOCK P.M.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3556784

DATE: 12-16-04

TRADEMARK

REEL: 002994 FRAME: 0833

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 10/29/2004
FILED 01:08 PM 10/29/2004
SRV 040782655 - 3215737 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CRYSTAL ROCK SPRING WATER COMPANY, INC.
(A CONNECTICUT CORPORATION)
AND
VERMONT PURE SPRINGS, INC.
(A DELAWARE CORPORATION)
INTO
VERMONT PURE HOLDINGS, LTD.
(A DELAWARE CORPORATION)**

(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION
LAW OF THE STATE OF DELAWARE)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Vermont Pure Holdings, Ltd., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated under the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns beneficially and of record all of the issued and outstanding shares of the capital stock of Crystal Rock Spring Water Company, Inc., a corporation incorporated under the Connecticut Business Corporation Act.

THIRD: That the Corporation owns beneficially and of record all of the issued and outstanding shares of the capital stock of Vermont Pure Springs, Inc., a corporation incorporated under the General Corporation Law of the State of Delaware.

FOURTH: That pursuant to subsection (a) of Section 253 of the General Corporation Law of the State of Delaware, by the following resolutions duly adopted on September 24, 2004 at a meeting of the Board of Directors of the Corporation, the Corporation determined to merge Crystal Rock Spring Water Company, Inc. and Vermont Pure Springs, Inc. into the Corporation on the conditions set forth in such resolutions:

RESOLVED: That the Corporation merge its wholly-owned subsidiaries, Crystal Rock Spring Water Company, Inc., a Connecticut corporation ("Crystal Rock"), and Vermont Pure Springs, Inc., a Delaware corporation (together with Crystal Rock, the "Subsidiaries"), into the Corporation, and assume all of the Subsidiaries' liabilities and obligations, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 33-815 - 33-818 of the Connecticut Business Corporation Act.

RESOLVED: That the Agreement and Plan of Merger by and between the Corporation and Crystal Rock in the form attached to the minutes of this meeting as Exhibit A (the "Plan of Merger") be, and it hereby is, approved and adopted, and that the officers of the Corporation be, and, they hereby are, and each of them singly hereby is, authorized and directed on behalf of the Corporation to execute the Plan of Merger.

RESOLVED: That the officers of the Corporation be, and, they hereby are, and each of them singly hereby is, authorized and directed to make and execute a Delaware Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiaries into the Corporation, and to cause the same to be filed with the Secretary of the State of Delaware and to make and execute a Connecticut Certificate of Merger and to cause the same to be filed with the Secretary of the State of Connecticut, and to take all such further actions and execute such additional documents which in any way may be necessary, proper or useful to effect said mergers.

IN WITNESS WHEREOF, Vermont Pure Holdings, Ltd. has caused this Certificate of Ownership and Merger to be signed by Bruce S. MacDonald, its Chief Financial Officer, Treasurer and Secretary, thereunto duly authorized, this 20th day of October, 2004.

VERMONT PURE HOLDINGS, LTD.

By: /s/ Bruce S. MacDonald
Bruce S. MacDonald, Chief Financial Officer,
Treasurer and Secretary