

APPOINTMENT OF DOMESTIC REPRESENTATIVE

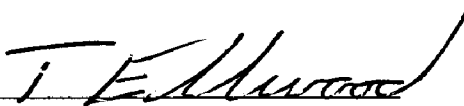
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

To the Hon. Commissioner of Patents and Trademarks
Washington DC 20231

Sir:

Nestle Canada Inc., a Canadian corporation, the receiving party in the attached Change of Name Document, hereby appoints David G. Hassi, an Attorney admitted to practice in New York, having an address of 9 High Ridge Ct., Pleasantville, NY 10570, as its representative for the filing of papers and on whom notices or process in proceedings affecting the mark ABERFOYLE, registration number 2,205,979 may be served.


NESTLE CANADA INC

By 
Name **TERRENCE J. ELLWOOD**
Title **SENIOR VICE-PRESIDENT,
GENERAL COUNSEL & SECRETARY**

C A N A D A)
)
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT OF YORK)
)
TO WIT:)

I, **TERRENCE JOHN ELLWOOD**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the Town of Markham, in the Regional Municipality of York in the said Province, **DO HEREBY CERTIFY** that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of a document produced and shown to me out of the custody of Nestlé Canada Inc., Toronto, Ontario and purporting to be the original Certificate and Articles of Amalgamation of **NESTLÉ CANADA INC.** issued by the Ministry of Consumer and Commercial Relations and effective on January 1, 2001, the said photostatic copy having been compared by me, page by page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

DATED at Toronto, Ontario this 8th day of June, 2004


A Notary Public in and for the
Province of Ontario

Form 4
Business
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Formule 4
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sociétés par
actions

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

X

CHECK A OR B	COCHER A OU B
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B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
NESTLÉ CANADA INC.	1359020	December 23, 2000
POWERBAR FOODS CANADA, INC.	1212012	December 23, 2000
THE PERRIER GROUP OF CANADA LTD. LE GROUPE PERRIER DU CANADA LTEE.	969525	December 23, 2000
1436263 ONTARIO INC.	1436263	December 23, 2000

*Document prepared by
Blake, Cassels &
Graydon LLP
Barristers and Solicitors
Toronto, Ontario*

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of shares of one class to be designated as common shares.

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8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

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9. The issue, transfer or ownership of shares is ~~not~~ restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est ~~pas~~ restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares of the capital of the Corporation shall be transferred without the consent of a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

Not Applicable.

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11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double
exemplaire.

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Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants
régulièrement désignés.

NESTLÉ CANADA INC.

POWERBAR FOODS CANADA, INC.

By: T. Ellwood
Name: Terrence J. Ellwood
Title: Director

By: T. Ellwood
Name: Terrence J. Ellwood
Title: Director

THE PERRIER GROUP OF CANADA LTD.
LE GROUPE PERRIER DU CANADA LTEE.

1436263 ONTARIO INC.

By: T. Ellwood
Name: Terrence J. Ellwood
Title: Director

By: T. Ellwood
Name: Terrence J. Ellwood
Title: Director

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SCHEDULE "A"

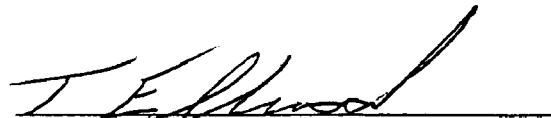
STATEMENT OF DIRECTOR OR OFFICER OF
NESTLÉ CANADA INC.

1. I, TERRENCE J. ELLWOOD, am the Senior Vice President & Secretary of NESTLÉ CANADA INC. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 23rd, 2000.


Terrence J. Ellwood

SCHEDULE "A"

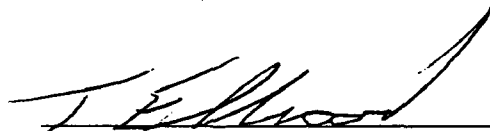
STATEMENT OF DIRECTOR OR OFFICER OF
POWERBAR FOODS CANADA, INC.

1. I, TERRENCE J. ELLWOOD, am the Vice President & Secretary of POWERBAR FOODS CANADA, INC. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 23rd, 2000.



Terrence J. Ellwood

SCHEDULE "A"


STATEMENT OF DIRECTOR OR OFFICER OF
1436263 ONTARIO INC.

1. I, Terrence J. Ellwood, am a Director of 1436263 ONTARIO INC. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 23rd, 2000.



Terrence J. Ellwood

SCHEDULE "A"

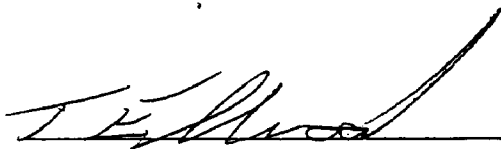
STATEMENT OF DIRECTOR OR OFFICER OF
THE PERRIER GROUP OF CANADA LTD.

1. I, J. TERRENCE J. ELLWOOD, am a Director of THE PERRIER GROUP OF CANADA LTD. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 23rd, 2000.



Terrence J. Ellwood

Schedule "B"

2000 This Amalgamation Agreement entered into as of this 23rd day of December,

A M O N G:

NESTLÉ CANADA INC.,

a corporation amalgamated under the *Business Corporations Act*,

(hereinafter sometimes called "NESTLÉ")

OF THE FIRST PART

- and -

POWERBAR FOODS CANADA, INC.

a corporation continued under the *Business Corporations Act*,

(hereinafter sometimes called "POWERBAR")

OF THE SECOND PART

- and -

THE PERRIER GROUP OF CANADA LTD.

a corporation amalgamated under the *Business Corporations Act*,

(hereinafter sometimes called "PERRIER")

OF THE THIRD PART

- and -

1436263 ONTARIO INC.

a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "ABERFOYLE")

OF THE FOURTH PART

WITNESSES:

WHEREAS the parties hereto acting under the authority contained in the *Business Corporations Act* have agreed to amalgamate upon the terms and conditions hereinafter set out; and

WHEREAS the parties hereto have each made full disclosure to the others of all their respective assets and liabilities; and

WHEREAS it is desirable that the said amalgamation should be effected;

NOW THEREFORE the parties hereto have agreed as follows:

1. Definitions In this Agreement, the expressions "Act" means the *Business Corporations Act*, "Amalgamating Corporation" means each of the parties hereto and "Amalgamated Corporation" means the corporation continuing from the amalgamation of the parties hereto.
2. Amalgamation Each of the Amalgamating Corporations hereby agrees to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out.
3. Name The name of the Amalgamated Corporation shall be NESTLÉ CANADA INC.
4. Registered Office Until changed in accordance with the Act, the place in Ontario where the registered office of the Amalgamated Corporation shall be situate is the City of Toronto and the address of the registered office shall be 25 Sheppard Avenue West, North York, ON M2N 6S8.
5. Business There shall be no restrictions on the business the Amalgamated Corporation may carry on.
6. By-Laws The by-laws of NESTLÉ shall, to the extent not inconsistent with this Agreement, be the by-laws of the Amalgamated Corporation, until repealed or amended. A copy of the proposed by-laws may be examined at the offices of NESTLÉ located at 25 Sheppard Avenue West, North York, ON M2N 6S8.
7. Classes and Number of Shares Authorized The Amalgamated Corporation shall be authorized to issue an unlimited number of shares of one class designated as common shares.

8. Issued Shares The issued shares of the Amalgamating Corporations shall be converted into issued common shares of the Amalgamated Corporation as follows:

- (a) the 230,000 issued common shares of NESTLÉ shall be converted into 230,000 issued common shares of the Amalgamated Corporation;
- (b) the 100,000 issued common shares of POWERBAR, a wholly-owned subsidiary of NESTLÉ, shall be cancelled without any repayment of capital in respect thereof.
- (c) the 1 issued common share of PERRIER, a wholly-owned subsidiary of NESTLÉ, shall be cancelled without any repayment of capital in respect thereof.
- (d) the 1 issued common share of ABERFOYLE, a wholly-owned subsidiary of NESTLÉ, shall be cancelled without any repayment of capital in respect thereof.

After the endorsement of the certificate on the articles of amalgamation, the shareholders of each of the Amalgamating Corporations, shall, when requested by the Amalgamated Corporation, surrender any certificates representing shares held by them in the Amalgamating Corporations, and in return, in the case of NESTLÉ, shall be entitled to receive certificates for shares of the Amalgamated Corporation.

9. Restrictions on Transfer The right to transfer shares of the Amalgamated Corporation shall be restricted in that no share or shares shall be transferred without the consent of a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Directors Until changed in accordance with the Act, there shall be a minimum of three (3) directors and a maximum of twelve (12) directors of the Amalgamated Corporation. The first directors of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>RESIDENT CANADIAN (Yes or No)</u>
Kevin Berryman	Av. du Léman 30 Lausanne, Switzerland	No
Manuel Andreu	CH-1801 Mont-Pélerin 11, ch du Pélerin, Switzerland	No
Keith H. Conklin	7 McKay Crescent Unionville, ON	Yes

L3R 3M7

Marilyn H. Knox	20 Lyall Avenue Toronto, ON M4E 1V9	Yes
Terrence J. Ellwood	70 Angus Glen Boulevard Unionville, ON L6C 1Z4	Yes

11. Officers Until changed, the officers of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION HELD</u>
Keith H. Conklin	7 McKay Crescent Unionville, ON L3R 3M7	President & Chief Executive Officer
Terrence J. Ellwood	70 Angus Glen Boulevard Unionville, ON L6C 1Z4	Senior Vice- President, General Counsel & Secretary
Matthew L. Hall	210 Glengrove Avenue West Toronto, ON M4R 1P3	Senior Vice-President Customer Business Development
Paul A. Elstro	18 Tudor Gate North York, ON M2L 1N4	Senior Vice- President, Technical & Manufacturing
Tahira Hassan	35A Cedarbrae Boulevard Scarborough, ON M1J 2K4	President, Nestlé Ice Cream
Douglas M. Holdt	50 Fairfield Dr. King City, ON L7B 1L8	Senior Vice- President, C.F.O. & Treasurer
Jon Household	5 Bow Street Cedar Valley, ON L7B 1L8	Senior Vice- Human Resources
Marilyn H. Knox	20 Lyall Avenue	President, Nutrition

	Toronto, ON M4E 1V9	
Robert G. Leonidas	105 Glen Grove Avenue Toronto, ON M4R 1P1	President, Confectionery
Graham Lute	102 Airdrie Road Toronto, ON M4R 1P1	Senior Vice- President, Consumer Marketing & Communications & Corporate Affairs
Jacques Meilleur	1 Raymond Drive Thornhill, ON L4J 2E5	President, Nestlé Food Services
J. Peter Skerrett	248 Walmer Road Toronto, ON M5R 3R7	Senior Vice- President, Corporate Planning & Development
James H. Waldeck	777 West Putnam Avenue Greenwich, CT 06830	President, Aberfoyle Springs Co. division
Robert Mustard	R.R. #3 Guelph, ON N1M 6M9	Vice-President and Controller, Aberfoyle Springs Co. division
Richard Croarkin	30 Mariomi Road New Canaan, CT 06840	Vice-President and Treasurer, Aberfoyle Springs Co. division
J. Mark Evans	143 Shore Road Old Greenwich, CT 06870	Vice-President and Secretary, Aberfoyle Springs Co. division
David Dickson	777 West Putnam Avenue Greenwich, CT 06830	Assistant Treasurer, Aberfoyle Springs Co. division
Andrew Hollyer	777 West Putnam Avenue Greenwich, CT 06830	Assistant Treasurer Aberfoyle Springs Co. division

James H. Rouse	777 West Putnam Avenue Greenwich, CT 06830	Vice-President, Human Resources, Aberfoyle Springs Co. division
Gustav Quast	2000 Webridge Drive Irving, TX 75038	General Manager, Aberfoyle Springs Co. division
Maggie Macari	777 West Putnam Avenue Greenwich, CT 06830	Director of Finance, Aberfoyle Springs Co. division

12. Financial Year End Until otherwise determined by resolution of the directors, the financial year of the Amalgamated Corporation shall end on the last day of December in each year.

13. Filing of Articles Upon the shareholders of the Amalgamating Corporations respectively adopting this Agreement and subject to paragraph 15 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act.

14. Effect of Amalgamation On the date shown in the certificate of amalgamation:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
- (b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;
- (d) the articles of amalgamation are deemed to be the articles of incorporation of the Amalgamated Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Amalgamated Corporation; and

- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

15. Termination This Agreement may be terminated by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of the Amalgamating Corporations, at any time prior to the endorsement of the certificate on the articles of amalgamation.

- 16. Counterparts This Agreement may be signed in one or more counterparts.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto.

NESTLÉ CANADA INC.

By:  _____

POWERBAR FOODS CANADA, INC.

By:  _____

THE PERRIER GROUP OF CANADA
LTD.

By:  _____

1436263 ONTARIO INC.

By:  _____