

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):

Latrobe Brewing Company L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company - DE
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/10/2004

2. Name and address of receiving party(ies)

Name: InBev USA L.L.C.

Internal _____

Address: _____

Street Address: 101 Merritt 7

City: Norwalk State: CT Zip: 06856

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company - DE

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) 76/280,111

B. Trademark Registration No.(s) N/A

Additional number(s) attached Yes No

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

Name: Paul Grandinetti

Internal Address: Levy & Grandinetti

Street Address: Suite 408, 1725 K Street, N.W.

City: Washington State: DC Zip: 20006-1419

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1210

DO NOT USE THIS SPACE

9. Signature.

Paul Grandinetti
Name of Person Signing

Paul Grandinetti
Signature

18 MAR 05
Date

Total number of pages including cover sheet, attachments, and document: 6

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

Application Numbers:

76/321,058
76/565,287
76/539,254
76/539,255
76/545,365
76/545,084
76/554,612
76/580,073
76/597,322
76/629,804

FROM CORPORATION TRUST WILM. TEAM #2

(THU) 12.30' 04 11:24/ST. 11:23/NO. 4863796102 P 2

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:

"BECK'S NORTH AMERICA, INC.", A DELAWARE CORPORATION,

"INBEV USA L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"LABATT HOLDINGS II INC.", A DELAWARE CORPORATION,

"LABATT HOLDINGS, INC.", A DELAWARE CORPORATION,

"LF HOLDINGS I L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "LATROBE BREWING COMPANY L.L.C." UNDER THE NAME OF "INBEV USA L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 4:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2457346 9100M

040939136

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3586641

DATE: 12-30-04

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FROM CORPORATION TRUST WILM. TEAM #2

(THU) 12. 30' 04 11:24/ST. 11:23/NO. 4863796102 P 3

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:12 PM 12/23/2003
FILED 04:12 PM 12/23/2004
SRV 040938136 - 2457346 FILE

CERTIFICATE OF MERGER

OF

Beck's North America, Inc.
(a Delaware Corporation)

Labatt Holdings, Inc.
(a Delaware Corporation)

Labatt Holdings II Inc.
(a Delaware Corporation)

InBev USA L.L.C.
(a Delaware limited liability company)

LF Holdings I L.L.C.
(a Delaware limited liability company)

INTO

Latrobe Brewing Company L.L.C.
(a Delaware limited liability company)

The undersigned limited liability company Latrobe Brewing Company L.L.C.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Beck's North America, Inc.	Delaware
Labatt Holdings, Inc.	Delaware
Labatt Holdings II Inc.	Delaware

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FROM CORPORATION TRUST WILM. TEAM #2

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- 2 -

SECOND: That the name and state of formation of each of the constituent limited liability companies of the merger is as follows:

NAME	STATE OF FORMATION
InBev USA L.L.C.	Delaware
LF Holdings I L.L.C.	Delaware
Latrobs Brewing Company L.L.C.	Delaware

THIRD: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and limited liability companies in accordance with the requirements of Sections 264 of the Delaware General Corporation Law and 18-209 of the Delaware Limited Liability Companies Act, as applicable.

FOURTH: That the name of the surviving limited liability company, Latrobe Brewing Company L.L.C., is hereby changed to "InBev USA L.L.C."

FIFTH: That the merger shall be effective on January 1, 2005 in accordance with Sections 264 of the Delaware General Corporation Law and 18-209 of the Delaware Limited Liability Companies Act, as applicable.

SIXTH: That the executed Agreement and Plan of Merger is on file at each of the offices of the surviving limited liability company, the addresses of which are (a) 101 Merritt 7, Norwalk Connecticut, 06856; and (b) 119 Jefferson Street, Latrobe, Pennsylvania, 15650.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member or any stockholder of any constituent entities.

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3/18/05


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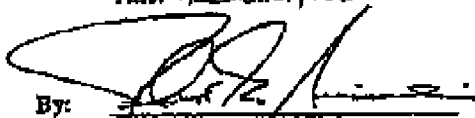
FROM CORPORATION TRUST WILM TEAM #2

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Dated as of the 10th day of December, 2004.

LATROBE BREWING COMPANY L.L.C.

By: 
Name: SIMON C. THORNE
Title: PRESIDENT/CEO

By: 
Name: RICHARD E. SKAWMILLER
Title: ASSISTANT SECRETARY

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