

SCHEDULE OF MARKS

MARK	CLASS	APPLICATION NO. REGISTRATION NO.	APPLICATION DATE REGISTRATION DATE
CHOCOLATE SOLDIER Design	32	76/488269 2794426	February 7, 2003 December 16, 2003
CHOC-OLA	32	73/729195 1544760	May 18, 1988 June 20, 1989
BROWNIE	32	73/729194 1545563	May 18, 1988 June 27, 1989
CHOCOLATE SOLDIER	32	73/729350 1553159	May 19, 1988 August 22, 1989

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 OWNERSHIP, WHICH MERGES:

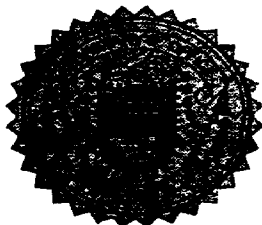
"ELEMENTS BEVERAGE CO.", A DELAWARE CORPORATION,

"MISTIC BRANDS, INC.", A DELAWARE CORPORATION,

"YOO-HOO INDUSTRIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MOTT'S INC." UNDER THE NAME OF "MOTT'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 11:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2003, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2462306 8100M

AUTHENTICATION: 2839726

030829126

DATE: 12-29-03

TRADEMARK
REEL: 003104 FRAME: 0522

CERTIFICATE OF OWNERSHIP AND MERGER

merging

YOO-HOO INDUSTRIES, INC.

(a Delaware corporation),

ELEMENTS BEVERAGE CO.

(a Delaware corporation)

and

MISTIC BRANDS, INC.

(a Delaware Corporation)

with and into

MOTT'S INC.

(a Delaware corporation)

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

December 18, 2003

Mott's Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That the Corporation was incorporated on December 23, 1994 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of stock of Yoo-Hoo Industries, Inc., a corporation incorporated on June 18, 1979 pursuant to the General Corporation Law of the State of Delaware ("Yoo-Hoo"). The name under which Yoo-Hoo was originally incorporated is Omni Continental, Inc.

THIRD: That the Corporation owns all of the issued and outstanding shares of stock of Elements Beverage Co., a corporation incorporated on December 9, 1993 pursuant to the General Corporation Law of the State of Delaware ("Elements"). The name under which Elements was originally incorporated is Snapple Worldwide Corp.

FOURTH: That the Corporation owns all of the issued and outstanding shares of stock of Mystic Brands, Inc., a corporation incorporated on June 28, 1995 pursuant to the laws of the State of Delaware ("Mistic" and, together with Yoo-Hoo and Elements, the "Subsidiaries"). The name under which Mystic was originally incorporated is Mystic Beverage, Inc.

FIFTH: That the Corporation by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the Board of Directors as of December 18, 2003, determined to merge the Subsidiaries with and into the Corporation:

RESOLVED, that it is deemed advisable and in the best interest of the Corporation that Yoo-Hoo Industries, Inc., a wholly owned subsidiary of the Corporation, Elements Beverage Co., a wholly owned subsidiary of the Corporation, and Mystic Brands, Inc., a wholly owned subsidiary of the Corporation (collectively, the "Subsidiaries"), merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware; and further

RESOLVED, that, upon the merger of the Subsidiaries with and into the Corporation (the "Merger"), the Corporation shall be the surviving corporation (the "Surviving Corporation"), the Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of Delaware and the name of the Surviving Corporation shall be "Mott's Inc."; and further

RESOLVED, that, upon the Merger, the corporate existence of the Corporation, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all of the rights, privileges, immunities, powers and purposes of the Subsidiaries, and all of the property (real, personal and intangible), causes of action and every other asset of the Subsidiaries shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Subsidiaries, all without further act or deed; and further

RESOLVED, that the separate corporate existence of the Subsidiaries shall cease upon the Merger; and further

RESOLVED, that, upon the Merger, all shares of stock of the Subsidiaries which are issued and outstanding or held as treasury stock immediately prior to the Merger shall be canceled; and further

RESOLVED, that, from and after the Merger, the Certificate of Incorporation and the By-Laws of the Corporation, as in effect immediately prior to the Merger, shall be those of the Surviving Corporation; and further

RESOLVED, that the members of the Board of Directors and the officers of the Corporation immediately prior to the Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until successors are appointed in accordance with applicable law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation; and further

RESOLVED, that the effective date and time of the Merger shall be as of December 28, 2003 at 1:00 P.M. Eastern Standard Time; and further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute, acknowledge, file and report, in the name and on behalf of the Corporation, the Certificate of Ownership and Merger of the Corporation, and those other agreements, instruments and documents as may be contemplated by the Certificate of Ownership and Merger, and any amendments or supplements thereto, in such form and with any such changes, additions or deletions as any such officer shall determine to be advisable and in the best interests of the Corporation, which determination shall be conclusively evidenced by such officer's execution and delivery thereof; and further

RESOLVED, that all acts and deeds heretofore done by any director or officer of the Corporation for and on behalf of the corporation in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents, or in carrying out the terms and intention of the foregoing resolutions, are hereby adopted, ratified, approved and confirmed in all respects; and further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take all such other and further actions, in the name of and on behalf of the Corporation, as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated thereby.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, the merger of the Subsidiaries with and into the Corporation may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that such merger becomes effective.

SEVENTH: That the resolutions adopted by the Corporation authorizing the merger of the Subsidiaries with and into the Corporation provide that the merger herein certified shall be effective as of December 28, 2003 at 1:00 P.M. Eastern Standard Time.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has duly executed this Certificate of Ownership and Merger as of the date first written above.

MOTT'S INC.

By: *Marian Brancaccio*
Name: Marian Brancaccio
Title: Senior Vice President
and Secretary

Signature Page to Certificate of Ownership and Merger