

2/22/05

03-10-2005

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03

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102956257

Docket No.:

N0499-0001

Tab settings

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

1. Name of conveying party(ies):

California Day-Fresh Foods, Inc.

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Naked Juice Co. of Glendora, Inc.

Internal Address:

Street Address: 935 West 8th Street

City: Azusa State: CA ZIP: 91702

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: July 14, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,281,889
2,186,924
2,243,390

Additional numbers Yes No

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

Name: Karin E. Peterka

Internal Address: Buchalter, Nemer, Fields & Younger

Street Address: 601 South Figueroa Street, Suite 2400

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DA 500977 - Charge any additional fees to DA.

03/09/2005 ECDOPER 00000077 2281889

DO NOT USE THIS SPACE

01 FC:8521
02 FC:8522

40.00 OP
50.00 OP

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.

Karin E. Peterka

Name of Person Signing

Karin E. Peterka Feb. 18, 2005

Signature

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 003132 FRAME: 0028

A0616721



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 2 2004



Kevin Shelley
Secretary of State

A0616721

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CALIFORNIA DAY-FRESH FOODS, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 6 2004

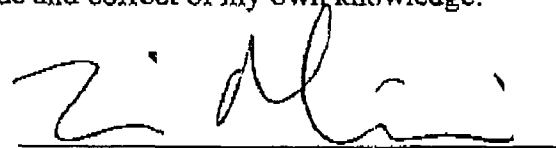
KEVIN SHELLEY
Secretary of State

The undersigned, Louis Marinaccio, hereby certifies that:

1. He is the Vice President and Secretary of California Day-Fresh Foods, Inc., a corporation organized and existing under the laws of the State of California (hereinafter, the "Corporation").
2. Articles ONE and SIX of the Articles of Incorporation of the Corporation are amended to read as follows:
 - "ONE: The name of this corporation is:
Naked Juice Co. of Glendora, Inc."
 - "SIX: The number of directors of this corporation shall be two (2) until changed by an amendment or restatement of these Articles of Incorporation."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders of the Corporation in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of common stock of the Corporation is 900. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATED: July 14, 2004



Louis Marinaccio, Vice President



Louis Marinaccio, Secretary



Schedule 5.17
Intellectual Property

A. MATERIAL OWNED INTELLECTUAL PROPERTY

1. Registered Trademarks and Service Marks and Unregistered Trademarks and Service Marks

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Classes</u>	<u>Pending/Registered</u>
Wirman Beverage Company, Inc.	United States	As Fresh As The Speed Limit Allows	75/093,488	2,281,889	4/24/96	9/28/99	Fruit Juices and Fruit Juice Concentrate	Registered
Wirman Beverage Company, Inc.	United States	As Fresh As The Speed Limit Will Allow	75/977,506	2,186,924	4/24/96	9/1/98	Wholesale Distributorships Featuring Fruit Juices and Fruit Juice Concentrates	Registered
Wirman Beverage Company, Inc.	State of California	Javalicious	103467	103467	2/25/98	3/2/98	Non-Alcoholic Beverages	Registered
Wirman Beverage Company, Inc.	United States	Juicie Cubes	75/264,498	2,243,390	3/26/97	5/4/99	Frozen Preparations for Making Fruit Juices	Registered