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03-11-2005



Docket No.:

N0499-0001

Tab settings

102959174

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

1. Name of conveying party(ies):

Saratoga Beverage Group, Inc.

FEB 22 2005

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

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

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

Name: Ultimate Juice Co.

Internal Address:

Street Address: 935 West 8th Street

City: Azusa State: CA ZIP: 91702

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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: May 24, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,466,141

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:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DA 500977 - Charge any additional fees to DA.

03/10/2005 JJALLAH2 00000004 2466141

DO NOT USE THIS SPACE

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40.00 DP

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

Signature

Feb. 18, 2005

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 003132 FRAME: 0383

2-22-05

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "SARATOGA BEVERAGE GROUP, INC.", CHANGING ITS NAME FROM "SARATOGA BEVERAGE GROUP, INC." TO "ULTIMATE JUICE CO.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 2001, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2335576 8100

010258841

AUTHENTICATION: 1162295

DATE: 05-31-01

TRADEMARK
REEL: 003132 FRAME: 0384

MAY-30-2001 09:35

C T CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE 02/03
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/30/2001
010256841 - 2323576

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SARATOGA BEVERAGE GROUP, INC.

Saratoga Beverage Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), does hereby certify:

1. The name of the Corporation is Saratoga Beverage Group, Inc. The date of filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was May 5, 1993.

2. The Restated Certificate of Incorporation is hereby amended by changing the first Article thereof so that, as amended said Article shall be and read as follows:

"First: The name of the Corporation is Ultimate Juice Co."

3. The amendment of the Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation having adopted resolutions setting forth such amendment, declaring its advisability, and directing that it be submitted to the stockholders of the Corporation for their approval; and the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted having consented in writing to the approval and adoption of such amendment.

#21150010 v1

MAY 29 2001 02:26PM P2

PHONE NO. :

FROM : WASHINGTON FAX SYSTEM

MAY-30-2001 09:35

C T CORPORATION

P.03/03

Executed on this 24th day of May, 2001.

SARATOGA BEVERAGE GROUP, INC..

By: Irene Fonzi
Name: Irene Fonzi
Title: Secretary

2

#21158019 v1

TOTAL P. 03

TOTAL P. 09

Company	Country	Trademark	Application	Registration No.	Filing Date	Registration Date	Classes	Pending/Registered
Saratoga Beverage Group, Inc.	United States	Frooja	75/565,072	2,466,141	10/6/98	7/3/01	Naturally Flavored Fruit Juice Beverages, Namely, Fruit Juices, Fruit Juice Concentrates, Fruit Drinks, and Fruit Flavored Soft Drinks	Registered