

03-11-2005



HEET

Y

Docket No.:

N0499-0001

Tab settings

To the Honorable Commissioner of Patents and Trademarks

102959176

See attached original documents or copy thereof.

1. Name of conveying party(ies):

Ultimate Juice Co.

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: Naked 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: December 19, 2003

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.

DO NOT USE THIS SPACE

03/10/2005 JJALLAH2 00000006 2466141

01 FC:8521

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 Feb. 18, 2005

Signature

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 003132 FRAME: 0392

2.22.05

JAN. 7. 2004 11:20AM

LANIER2

NO. 5516 P. 2

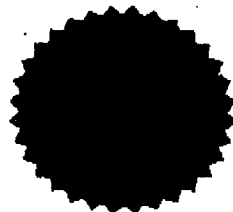
Delaware

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 AMENDMENT OF "ULTIMATE JUICE CO.", CHANGING ITS NAME FROM "ULTIMATE JUICE CO." TO "NAKED JUICE CO.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 3:29 O'CLOCK P.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

030836577

AUTHENTICATION: 2852339

DATE: 01-06-04

TRADEMARK
REEL: 003132 FRAME: 0393

JAN. 7. 2004 11:20AM

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NO. 5516 P. 3

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ULTIMATE JUICE CO.**

Ultimate Juice Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter, the "Corporation"), does hereby certify:

1. The name of the Corporation is Ultimate Juice Co. 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 Naked 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.

Executed on this 19th day of December, 2003.

ULTIMATE JUICE CO.

BY: 
NAME: Louis Martusciello
TITLE: VP and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:46 PM 12/24/2003
FILED 03:29 PM 12/24/2003
SRV 030836577 - 2325516 FIZE

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