

03-09-2005

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

RE

T



Docket No.:

N0499-0001

Tab settings

102955957

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

2-17-05

1. Name of conveying party(ies):
California Day-Fresh Foods, Inc. FEB 17 2005

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

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 14, 2004**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,235,934	2,330,141	2,242,270
2,294,542	2,175,149	2,263,624
2,336,525	2,246,027	2,280,433

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:..... 25

7. Total fee (37 CFR 3.41):.....\$ **\$640.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DA 500977 - Charge any additional fees.

03/08/2005 J1ALLAN2 00000006 2235934 DO NOT USE THIS SPACE

01 FC:0521	40.00 DP
02 FC:0522	600.00 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 *Karin E. Peterka* **February 16, 2005**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

TRADEMARKS ONLY

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):

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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: _____

Additional numbers

4. Application number(s) or registrati

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,155,051	2,526,384	1,486,401
2,235,341	2,286,243	2,242,269
2,173,153	2,235,935	2,181,212

Additional numbers Yes No


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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

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

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

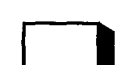
9. Statement and signature.

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.

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and 

TRADEMARKS ONLY

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):

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

Additional numbers →

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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

4. Application number(s) or registration

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,849,985	2,263,272	2,657,693
2,260,135	2,295,261	
2,488,406	2,507,510	

Additional numbers Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

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



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

- Enclosed
- Authorized to be charged to deposit account

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DO NOT USE THIS SPACE

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.

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and



A0616721



SECRETARY OF STATE

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

That the attached transcript of / 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

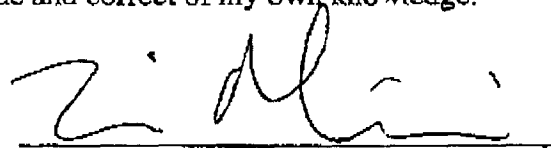
KEVIN SHELLEY
Secretary of State

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

Company	Country	Trademark	Serial No.	Filing Date	Registration Date	Class	Priority / Reference
Naked Juice Co. of Glendora, Inc.							
California Day-Fresh Foods, Inc.	United States	Berry Naked	75/481,256	3/7/98	3/30/99	Fruit Based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Chromium Crusher	75/455,549	3/24/98	1/19/99	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Circle and Ribbon Design	75/621,931	1/15/99	11/23/99	Drinking Water	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/348,473	8/28/97	3/28/00	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/355,553	9/12/97	3/14/00	Clothing, namely tee-shirts and caps	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/349,482	8/29/97	7/21/98	Cut Fruit, Vegetable Salad, Sauce, Salsa, Salad Dressing, Fruit Nectar, Blended Fruit Juice, Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Echinacea Enhancer	75/456,107	3/24/98	5/18/99	Fruit Juice	Registered

The company's trademarks may currently be registered under (i) California Day-Fresh Foods, Inc., the company's former name, (ii) Chiquita Brands, Inc., the marks of which were acquired by the company as part of a stock purchase acquisition in June 2000 or (iii) Wiman Beverage Company, which merged into the company in June 2001.

Company	Country	Trademark	Application No.	Registration No.	Filing Date	Registration Date	Class	Pending/Registered
California Day-Fresh Foods, Inc.	United States	Green Dream	75/366,326	2,182,524	10/1/97	8/18/98	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Green Mix	75/455,502	2,242,270	3/24/98	4/27/99	Vegetable Juice	Registered
California Day-Fresh Foods, Inc.	United States	Hot Rave!	75/785,871	N/A	8/25/99	N/A	Coffee Flavored Smoothie Drinks	Pending
California Day-Fresh Foods, Inc.	United States	Mango Me	75/455,524	2,221,782	3/24/98	2/2/99	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Mighty Mango	75/271,740	2,291,885	4/9/97	11/16/99	Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1322/97	128,191	8/26/97	3/20/00	Games and Playthings	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1356/97	128,257	8/26/97	3/20/00	Coffee, Tea and Cocoa	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1307/97	127,581	8/26/97	3/20/00	Paper	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1330/97	128,312	8/26/97	3/21/00	Clothing	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1351/97	128,256	8/26/97	3/20/00	Meat and Fish	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1334/97	128,316	8/26/97	3/21/00	Agricultural Products	Registered
California Day-Fresh Foods, Inc.	Cuba	Naked	1317/97	128,186	8/26/97	3/20/00	Beers	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/348,374	2,263,624	8/28/97	7/20/99	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/97	9/28/99	Vegetable Salad	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/97	9/28/99	Sauce, Salsa, Salad Dressing	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/97	9/28/99	Blended Fruit Juice; Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/348,294	2,155,051	8/28/97	5/5/98	Drinking Water	Registered

Company	Country	Trademark	Application No.	Registration No.	Filing Date	Registration Date	Classes	Pending/Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,290	2,155,150	8/28/97	5/5/98	Drinking Water	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,291	2,235,341	8/28/97	3/23/99	Tea	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/349,484	2,155,052	8/29/97	5/5/98	Sauce, Salsa, Fruit	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/349,483	2,173,153	8/29/97	7/14/98	Cut Fruit, Vegetable Salad, Sauce, Salsa, Salad Dressing, Fruit Nectar, Blended Fruit Juice, Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/97	1/8/02	Sauce, Salsa, Dressing	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/97	1/8/02	Cut Fruit, Vegetable Salad	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/97	1/8/02	Nectar, Blended Fruit Juice; Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,469	2,286,243	8/28/97	10/12/99	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Blueberry Booster	75/154,822	2,286,243	8/28/97	10/12/99	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked in Paradise	75/481,257	2,235,935	5/7/98	3/30/99	Fruit Based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Juice	666,965	1,486,401	6/17/87	4/26/88	Fresh Squeezed Fruit and Vegetable Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Shake	74/728,459	2,180,956	9/13/95	8/11/98	Soft Drinks, Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Sunrise	75/154,825	2,223,087	8/23/96	2/9/99	Fruit-based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Protein Colada	75/455,500	2,242,269	3/24/98	4/27/99	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Protein Zone	75/158,817	2,181,212	8/30/96	8/11/98	Fruit Based Drinks	Registered

Company	Country	Trademark	Application No.	Registration		Classes	Pending/Registered
				Filing Date	Registration Date		
California Day-Fresh Foods, Inc.	United States	Purple Power	75/359,622	2,223,888	9/19/97	2/16/99	Fruit Drinks and Fruit Juices Registered
California Day-Fresh Foods, Inc.	United States	Rave! (Stylized)	75/784,483	2,849,985	8/25/99	6/8/04	Coffee Flavored Smoothie Drinks Registered
California Day-Fresh Foods, Inc.	United States	Rave! (Stylized)	75/784,483	2,849,985	8/25/99	6/8/04	Fruit Flavored Smoothie Drinks Registered
California Day-Fresh Foods, Inc.	United States	Salad in a Bottle	75/456,106	2,222,903	3/24/98	2/9/99	Vegetable Juice Registered
California Day-Fresh Foods, Inc.	United States	Spirulina Sunshine	75/455,501	2,217,460	3/24/98	1/12/99	Fruit Juice Registered
California Day-Fresh Foods, Inc.	United States	Super Sixteen	75/481,255	2,260,135	5/7/98	7/6/99	Fruit Juice Registered
California Day-Fresh Foods, Inc.	United States	Tidal Wave	75/671,878	2,488,406	3/31/99	9/11/01	Fruit Juice and Fruit Drinks Registered
California Day-Fresh Foods, Inc.	United States	Turbo C	75/271,738	2,215,320	4/9/97	12/29/98	Beverages, Namely, Fruit Drinks Registered
California Day-Fresh Foods, Inc.	United States	Vita Bang 16	75/548,736	2,263,272	9/4/98	7/20/99	Fruit Juice Registered
California Day-Fresh Foods, Inc.	United States	Vital Veggie	75/456,111	2,295,261	3/24/98	11/30/99	Vegetable Juice Registered
California Day-Fresh Foods, Inc.	United States	Well Being	75/598,394	2,507,510	12/2/98	11/13/01	Fruit Juice and Fruit Drinks Registered
California Day-Fresh Foods, Inc.	United States	Wiman's	75/904,596	2,657,693	1/26/00	12/10/02	Fruit Juice and Fruit Juice Concentrates Registered
California Day-Fresh Foods, Inc.	United States	Zippitca	75/455,841	2,221,786	3/24/98	2/2/99	Tea Registered