

05-24-2005

RECORD
T



103008831

5/19/05

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

Please record the attached original documents or copies thereof.

1. Name of conveying party: Yoo-Hoo of Louisiana Corp.
2. Name and address of receiving party: Yoo-Hoo Industries, Inc.
709 Westchester Avenue
White Plains, NY 10604
U.S.A.
3. Nature of conveyance:

<input type="checkbox"/>	Assignment	<input checked="" type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____		

 Effective Date: December 28, 2003 at 10 a.m.

4. Registration number or registration date:
If this document is being filed together with a new application, the execution date of the application is: _____
A. Registration No. B. Registration Date
See attached Schedule of Marks

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

Daniel Chung, Esq.
Cadbury Schweppes
900 King Street
Rye Brook, New York 10573

6. Total No. of trademarks involved: 4
7. Total Fee (37 C.F.R. 3.41(h)): \$115
 Enclosed
 Authorized to be charged to deposit account.

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.

Daniel Chung		5/11/05
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments and document: 7

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

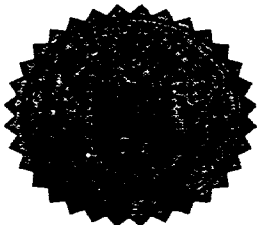
PAGE 1

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:

"YOO-HOO CHOCOLATE BEVERAGE CORP.", A DELAWARE CORPORATION,
"YOO-HOO OF LOUISIANA CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "YOO-HOO INDUSTRIES, INC." UNDER THE NAME OF
"YOO-HOO INDUSTRIES, 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
11:38 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 10 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0874482 8100M

030829139

AUTHENTICATION: 2839686

DATE: 12-29-03

TRADEMARK
REEL: 003164 FRAME: 0360

CERTIFICATE OF OWNERSHIP AND MERGER

merging

YOO-HOO CHOCOLATE BEVERAGE CORP.

(a Delaware corporation)

and

YOO-HOO OF LOUISIANA CORPORATION

(a Delaware Corporation)

with and into

YOO-HOO INDUSTRIES, INC.

(a Delaware corporation)

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

December 18, 2003

Yoo-Hoo Industries, 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 June 18, 1979 pursuant to the General Corporation Law of the State of Delaware. The name under which the Corporation was originally incorporated is Omni Continental, Inc.

SECOND: That the Corporation owns all of the issued and outstanding shares of stock of Yoo-Hoo Chocolate Beverage Corp., a corporation incorporated on December 11, 1975 pursuant to the General Corporation Law of the State of Delaware ("Yoo-Hoo Chocolate"). The name under which Yoo-Hoo Chocolate was originally incorporated is Iroquois Subsidiary, Inc.

THIRD: That the Corporation owns all of the issued and outstanding shares of stock of Yoo-Hoo of Louisiana Corporation, a corporation incorporated on March 11, 1985 pursuant to the laws of the State of Delaware ("Yoo-Hoo of Louisiana", and together with Yoo-Hoo Chocolate, the "Subsidiaries"). The name under which Yoo-Hoo of Louisiana was originally incorporated is Chocolate Soldier, Inc.

FOURTH: 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 Chocolate Beverage Corp., a wholly owned subsidiary of the Corporation, and Yoo-Hoo of Louisiana Corporation, 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 "Yoo-Hoo Industries, 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 10:00 A.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.

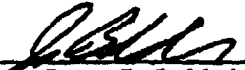
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the merger of the Subsidiaries with and into the Corporation may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that such merger becomes effective.

SIXTH: 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 10:00 A.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.

YOO-HOO INDUSTRIES, INC.

By: 
Name: James L. Baldwin
Title: Senior Vice President

Signature Page to Certificate of Ownership and Merger