

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

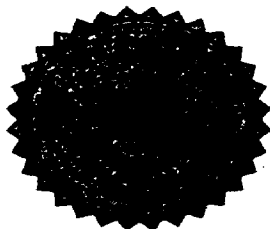
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MOTT'S INC." TO A DELAWARE GENERAL PARTNERSHIP, CHANGING ITS NAME FROM "MOTT'S INC." TO "MOTT'S PARTNERS", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 11:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2003, AT 3 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

AUTHENTICATION: 2844015

2462306 8100V

030829128

DATE: 12-31-03

TRADEMARK
REEL: 003164 FRAME: 0375

CERTIFICATE OF CONVERSION

TO

GENERAL PARTNERSHIP

(PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW AND SECTION 15-901 OF THE DELAWARE REVISED UNIFORM PARTNERSHIP ACT)

This Certificate of Conversion to General Partnership dated as of December 18, 2003 is executed and filed by the undersigned to convert Mott's Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), into a general partnership under the Delaware Revised Uniform Partnership Act. The undersigned DOES HEREBY CERTIFY as follows:

FIRST: The name of the Corporation immediately prior to the filing of this Certificate of Conversion to General Partnership is Mott's Inc.

SECOND: The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of Delaware is December 23, 1994.

THIRD: The name of the general partnership into which the Corporation shall be converted as set forth in the Statement of Partnership Existence is "Mott's Partners".

FOURTH: The effective date and time of the conversion of the Corporation into a general partnership shall be as of December 28, 2003 at 3:00 P.M. Eastern Standard Time.

FIFTH: The conversion of the Corporation into Mott's Partners has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 15-901 of the Delaware Revised Uniform Partnership Act.

[Signature page follows.]

State of Delaware
Secretary of State
Division of Corporation
Delivered 11:38 PM 12/22/
FILED 11:40 PM 12/22/20
SRV 030829128 - 2462306 F.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion to General Partnership as of the date first written above.

MOTT'S INC.

By *Marian Brancaccio*

Name: Marian Brancaccio

Title: Senior Vice President
and Secretary

Signature Page to Certificate of Conversion to General Partnership