

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
COMPANHIA BRASILEIRA DE BEBIDAS		05/31/2005	CORPORATION: BRAZIL

**RECEIVING PARTY DATA**

Name:	COMPANHIA DE BEBIDAS DAS AMERICAS - AMBEV
Street Address:	RUA DR. RENATO PAES DE BARROS, 1017, 4o. ANDAR
City:	SAO PAULO
State/Country:	BRAZIL
Postal Code:	4530-0001
Entity Type:	CORPORATION: BRAZIL

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2802754	ANTARCTICA GUARANA THE BRAZILIAN ORIGINAL
Registration Number:	2272294	ANTARCTICA

**CORRESPONDENCE DATA**

Fax Number: (202)408-4400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-408-4000  
 Email: docketing@finnegan.com  
 Correspondent Name: David M. Kelly  
 Address Line 1: 901 New York Avenue, N.W.  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20001-4413

ATTORNEY DOCKET NUMBER:	01952.0065
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**DOMESTIC REPRESENTATIVE**

OP \$65.00 2802754

Name: David M. Kelly  
Address Line 1: 901 New York Avenue, N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001-4413

NAME OF SUBMITTER:	David M. Kelly
Signature:	/David M. Kelly/
Date:	11/16/2005

Total Attachments: 5  
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**Mariana Erika Heynemann**  
*Sworn Public Translator*

**English-Portuguese**

Enrolled with the Board of Trade of the State of Rio de Janeiro under # 091  
A.BPS Idiomas e Traduções Ltda.  
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I, the undersigned, a Sworn Public Translator and Commercial Interpreter in this City of Rio de Janeiro, State of Rio de Janeiro, Federative Republic of Brazil, appointed by the Chairman of the Commercial Registry - Resolution #44 of this distinguished body, on June 28th, 1983, DO HEREBY CERTIFY AND ATTEST that a document written in Portuguese was presented to me for translation into English, which at the request of the interested party I lawfully did by my official capacity".-----

IN WITNESS WHEREOF, I set my hand and affix my Official Seal hereunto.



*Mariana Erika Heynemann*  
Marianna Erika Heynemann

Translation J2808/05

A. BPS Idiomas e Traduções



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Sworn Public Translator  
English - Portuguese

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**Translation Nº J2808/05**

**The document submitted for translation is the Minutes of the Ordinary General Meeting of Companhia Brasileira de Bebidas held on May 31, 2005. -----**

Docket: Commercial Registry of the State of São Paulo (JUCESP): 428818/05-5 [bar code] -----

**Companhia Brasileira de Bebidas**

**Corporate Taxpayer's Register 60.522.000/0001-83**

**NIRE # 35.300.037.324**

Minutes of the Ordinary General Meeting of Companhia Brasileira de Bebidas ("Company") held on May 31, 2005, drawn up as a summary: -----

1. **Date, time and local:** on May 31, 2005, at 9 a.m., at Company's registered office at Av. Antártica, nº 1891 (part), Fazenda Santa Úrsula, in the City of Jaguariúna, State of São Paulo. -----

2. **Call Notice:** Call notice published in the Official Gazette of the State of São Paulo on May 19, 20 and 21, 2005, on pages 5, 22 and 15, respectively, and in the newspaper "O Estado de São Paulo", on May 19; 20 and 21, on pages B11, B7 and B12, respectively. -----



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3. **Attendance:** Shareholders representing more than 99% of the Company's voting capital, as evidenced by the signatures in the "Shareholders' Attendance Book" and the member of the Company's Board of Directors, Mr. Marcel Herrmann Telles. ---

4. **Presiding Board:** Chairman: Mr. Marcel Herrmann Telles and Secretary: William Fernando Bergamin Motti. -----

5. **Resolutions:** Shareholders representing more than 99% of the Company's voting capital attending the meeting have unanimously approved the following resolutions: -----

5.1 Authorize the drawing up of the minutes to which this Extraordinary General Meeting refers to under the form of a summary, pursuant to the terms of the 1<sup>st</sup> paragraph of Section 130, Law 6,404/76. -----

5.2 Approve, after being examined and discussed the Company's Merger Protocol and Justification by its parent company Companhia de Bebidas das Américas - AmBev, a public company with registered office in the City of São Paulo, State of São Paulo, at Rua Dr. Renato Paes de Barros, 1017, 4<sup>th</sup> floor (part), conjuntos 41 e 42, Itaim Bibi, enrolled with the Corporate Taxpayers' Register of the Ministry of Finance (CNPJ/MF) under number 02.808.708/0001-07 ("AmBev"), entered into on May 9, 2005 by and between the management of both companies



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("Protocol and Justification") without any amendment or erasure.  
 The Protocol and Justification, duly certified by the Board, is attached hereto as Annex I and shall be filed at the Company's registered office.-----

5.3 Authorize the Company's officers to do all acts required for the implementation and to formalize the merger operations mentioned in item 5.2 hereinbefore, including the subscription of the capital stock increase of AmBev to be performed due to the said merger. -----

6. **Approval and Termination**. As there was no other matter to discuss, the minutes herein was drawn up, and after being read, it was approved and signed by the members of the Presiding Board and by the shareholders representing the majority required for the resolutions passed at this Meeting. -----

São Paulo, May 31, 2005. -----

[Signature], William Fernando Bergamin Motti, Secretary -----

[Stamp]: Secretariat of Justice and Citizenship's Defense.

JUCESP -Commercial Registry of the State of São Paulo. I

certify the register under number 159.856/05-0. [Signature],

[illegible], General Secretary. -----

13<sup>th</sup> Notary Office. Certification. This is a true and correct copy of the original submitted by the party. June 8, 2005. [stamp] -----



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Rio de Janeiro, August 25th, 2005. -----

Translation J2808/05 AN

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ABPS Traduções