

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cott Beverages Wyomissing Inc.		12/21/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Cott Beverages Inc.
Street Address:	4211 W. Boy Scout Boulevard
Internal Address:	Suite 290
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1285484	TOP POP
Registration Number:	1335803	TOP POP
Registration Number:	1473397	TOP TEA
Registration Number:	1510360	TOP POP
Registration Number:	1551198	SUNNY-ISLE
Registration Number:	1776022	AMERICAN CLASSIC
Registration Number:	1959704	CLEAR CHOICE
Registration Number:	2356463	CITY CLUB
Registration Number:	2437859	OLD DUTCH
Registration Number:	2987134	CLEAR CHOICE PREMIUM SELTZER

CORRESPONDENCE DATA

OP \$265.00 1285484

Fax Number: (202)842-8465
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-842-8800
Email: DCTrademarks@dbr.com, Andrea.Engel@dbr.com
Correspondent Name: Mary Pat A. Weyback
Address Line 1: 1500 K Street, N.W., Ste. 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	33117/236249
NAME OF SUBMITTER:	Mary Pat A. Weyback
Signature:	/Mary Pat A. Weyback/
Date:	01/04/2007

Total Attachments: 3
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ARTICLES OF MERGER

between

COTT BEVERAGES WYOMISSING INC.
a Pennsylvania corporation
(the "Constituent Corporation")

and

COTT BEVERAGES INC.
a Georgia corporation
(the "Surviving Corporation")

In compliance with the requirements of 15 Pa. C.S. § 1926 and O.C.G.A. § 14-2-1105, the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is Cott Beverages Inc.
2. The Surviving Corporation is incorporated under the laws of Georgia and is qualified to do business in Pennsylvania maintaining an agent for service of process in the Commonwealth as follows:

CT Corporation
1635 Market Street
Philadelphia, PA 19103

3. The address of the principal office of the Surviving Corporation is:

4211 W. Boy Scout Blvd.
Tampa, Florida 33607

4. The Constituent Corporation is incorporated under the laws of Pennsylvania and the address of its current registered office in Pennsylvania is:

1090 Spring Street
Wyomissing, PA 19610


5. The merger is to be effective at 11:59 P.M. E.S.T. on December 30, 2006.

6. The Agreement and Plan of Merger (the "Plan") was adopted by the Surviving Corporation by approval of the board of directors of the Surviving Corporation pursuant to O.C.G.A. § 14-2-1101 *et seq.* Pursuant to O.C.G.A. § 14-2-1103(h), the approval of the shareholders of the Surviving Corporation is not required. The Plan was adopted by the Constituent Corporation by approval of the board of directors of the Constituent Corporation pursuant to 15 Pa.C.S. § 1922. Pursuant to 15 Pa.C.S. § 1924(b), the approval of the shareholders of the Constituent Corporation is not required.


7. The executed Plan is included as Exhibit A hereto and made a part hereof.

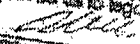
IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof on December 2-1, 2006.

Constituent Corporation:
COTT BEVERAGES WYOMISSING INC.,
a Pennsylvania corporation

By: 
Name: Mark Halperin
Title: Senior Vice President and Secretary

Surviving Corporation:
COTT BEVERAGES INC.,
a Georgia corporation

By: 
Name: Mark Halperin
Title: Senior Vice President and Secretary

Approved as to legal form
by 
Cott Legal Dept.

SCHEDULE A

<u>Reg. No.</u>	<u>Trademark</u>
1,285,484	TOP POP (stylized)
1,335,803	TOP POP
1,473,397	TOP TEA
1,510,360	TOP POP
1,551,198	SUNNY-ISLE
1,776,022	AMERICAN CLASSIC
1,959,704	CLEAR CHOICE & Design
2,356,463	CITY CLUB
2,437,859	OLD DUTCH & Design
2,987,134	CLEAR CHOICE PREMIUM SELTZER