

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ABC Beverage Corp.		12/18/2006	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

Name:	The American Bottling Company
Street Address:	5301 Legacy Drive
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Serial Number:	78742055	50/50
Serial Number:	72436111	CANFIELD'S
Serial Number:	72236461	CHERRY-OLA
Registration Number:	1742469	COUNTRY MIST
Registration Number:	1056693	GRANDPA GRAF'S
Registration Number:	1411874	JUICYFUL
Registration Number:	1796051	SPRING MIST
Serial Number:	72278578	SWISS CREME
Registration Number:	1510359	UP TOWN
Registration Number:	1566268	WATERTOWER
Registration Number:	0992083	WILDWOOD

**CORRESPONDENCE DATA**

OP \$290.00 78742055

Fax Number: (914)612-6325  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9146124701  
Email: groupip@cs-americas.com  
Correspondent Name: Daniel Chung, Esq.  
Address Line 1: Cadbury Schweppes - 900 King Street  
Address Line 4: Rye Brook, NEW YORK 10573

ATTORNEY DOCKET NUMBER:	ABC ASSIGNMENT
NAME OF SUBMITTER:	Daniel Chung, Esq.
Signature:	/Daniel Chung, Esq./
Date:	01/08/2007

**Total Attachments: 9**  
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# 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:

"ABC BEVERAGE CORP.", A MICHIGAN CORPORATION,  
WITH AND INTO "THE AMERICAN BOTTLING COMPANY" UNDER THE NAME OF "THE AMERICAN BOTTLING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 10:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2880629 8100M

061188481



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312273

DATE: 12-27-06

TRADEMARK  
REEL: 003456 FRAME: 0646

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**ABC BEVERAGE CORP.  
(a Michigan corporation)**

**with and into**

**THE AMERICAN BOTTLING COMPANY  
(a Delaware corporation)**

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

**December 18, 2006**

THE AMERICAN BOTTLING COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

**FIRST:** That the Corporation was incorporated on April 6, 1998 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** That the Corporation owns all of the issued and outstanding shares of stock of ABC Beverage Corp., a corporation formed on February 19, 1992 pursuant to the laws of the State of Michigan ("Subsidiary").

**THIRD:** That the Corporation by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the Board of Directors on December 18, 2006, has determined to merge Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL:

**RESOLVED**, that it is deemed advisable and in the best interest of the THE AMERICAN BOTTLING COMPANY, a Delaware corporation (the "Corporation"), that ABC Beverage Corp., a Michigan corporation (the "Subsidiary"), merge (the "Merger") with and into the Corporation pursuant to Section 253 of the DGCL, Section 735 of the Michigan Business Corporation Act and the Plan of Merger dated as of December [18], 2006; and further

**RESOLVED**, that the effective time and date of the Merger (the "Effective Time") shall be 12:02 a.m. Eastern Time on December 31, 2006; and further

**RESOLVED**, that upon the Merger, the Corporation shall be the surviving corporation and shall continue as a corporation organized and existing

pursuant to the laws of the State of Delaware under the name "THE AMERICAN BOTTLING COMPANY"; and further

**RESOLVED**, that following 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 Subsidiary, and all of the property (real, personal and intangible), causes of action and every other asset of Subsidiary shall vest in the Corporation, and the Corporation shall assume all of the obligations and liabilities of Subsidiary, all without further act or deed; and further

**RESOLVED**, that the separate corporate existence of Subsidiary shall cease upon the Merger; and further

**RESOLVED**, that, each share of the Corporation issued and outstanding immediately prior to the merger shall not be converted or exchanged in any manner and shall continue to represent one share of the surviving corporation; and further

**RESOLVED**, that at the Effective Time, each share in Subsidiary issued and outstanding immediately prior to the merger shall automatically, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired, and cease to exist without payment of any consideration with respect thereto; 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 for U.S. Federal income tax purposes, the Merger is intended to qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended; 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, the Certificate of Merger, the Plan of Merger and those other agreements, instruments and documents as may be contemplated thereby 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 at any time prior to the time the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware and Certificate of Merger filed with the Bureau of Commercial Services of the State of Michigan becomes effective, the transactions contemplated by this Agreement may be abandoned and said Certificate of Ownership and Merger and Certificate of Merger terminated in accordance with Section 251(d) of the DGCL and Section 741 of the Michigan Business Corporation Act, respectively, and other applicable law; and further

**RESOLVED**, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver in the name and on behalf of the Corporation, any agreements, instruments and documents and to do and perform all such acts and things as in their judgment, or in the judgment of any one of them, shall be deemed necessary or advisable in order to carry out, comply with, and effectuate the intent and purposes of the foregoing resolutions and any or all of the transactions contemplated therein or thereby, the authority thereof to be conclusively evidenced by the execution and delivery of such agreements, instruments and documents or the taking of such action; 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.

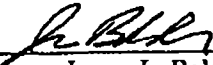
**FOURTH:** The Corporation shall be the surviving corporation of the Merger.

**FIFTH:** The merger of Subsidiary with and into the Corporation shall be effective as of 12:02 a.m. Eastern Time on December 31, 2006.

[Signature page follows.]

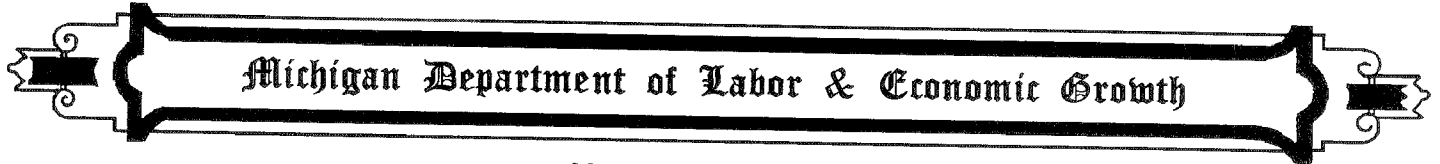
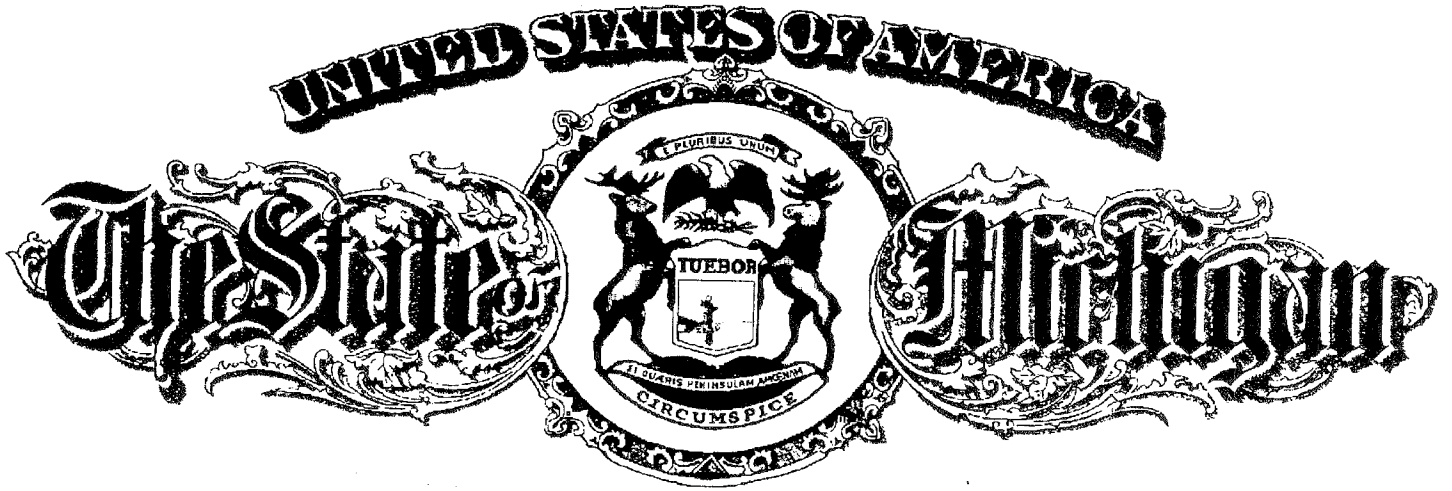
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of the date first written above.

THE AMERICAN BOTTLING COMPANY

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

[Signature page to Certificate of Ownership and Merger]

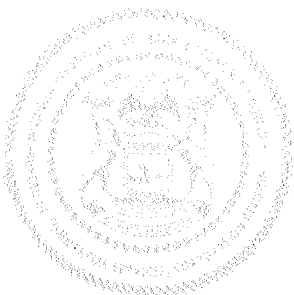
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Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 28th day of December, 2006*

*Andrew S. Mitchell* , Director

Bureau of Commercial Services

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<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH</b>																			
<b>BUREAU OF COMMERCIAL SERVICES</b>																			
Date Received	(FOR BUREAU USE ONLY)																		
<b>DEC 27 2006</b>	<b>FILED</b>  <b>DEC 28 2006</b>																		
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.																			
Administrator BUREAU OF COMMERCIAL SERVICES																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3" style="text-align: center;">CT Corporation System</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3" style="text-align: center;">111 Eighth Avenue</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td style="text-align: center;">New York,</td> <td style="text-align: center;">NY</td> <td style="text-align: center;">10011</td> </tr> </table>		Name			CT Corporation System			Address			111 Eighth Avenue			City	State	Zip Code	New York,	NY	10011
Name																			
CT Corporation System																			
Address																			
111 Eighth Avenue																			
City	State	Zip Code																	
New York,	NY	10011																	
EFFECTIVE DATE: <u>12/31/06</u> Expiration date for new assumed names: December 31, <u>2011</u> Expiration date for transferred assumed names appear in Item 6																			

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

### CERTIFICATE OF MERGER

**For use by Parent and Subsidiary Profit Corporations**  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

ABC Beverage Corp.	482-371
The American Bottling Company	

b. The name of the surviving corporation and its identification number is:

The American Bottling Company	
-------------------------------	--

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
ABC Beverage Corp.	2,618,991 Class A Common Stock	2,618,991 Class A Common Stock

*Y* GOLD SEAL APPEARS ONLY ON ORIGINAL  
 100-80172 R11CC  
 PAC/CC 87785

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each share of The American Bottling Company issued and outstanding immediately prior to the merger shall not be converted or exchanged in any manner and shall continue to represent one share of the surviving corporation.

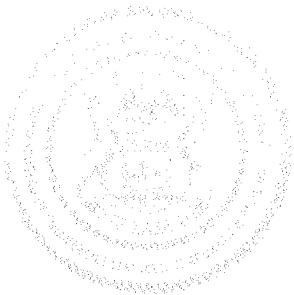
At the effective time of the merger, each share in ABC Beverage Corp. issued and outstanding immediately prior to the merger shall automatically, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired, and cease to exist without payment of any consideration with respect thereto.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None

f. Other provisions with respect to the merger are as follows:

None



2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

4. (Delete if not applicable)

5. (Complete only if an effective date is desired other than the date of filing)  
The merger shall be effective on the 12:02 a.m. day of 31st day of December, 2006.

Signed this 18<sup>th</sup> day of December, 2006

The American Bottling Company

(Name of parent corporation)

By *J. Baldwin*

(Signature of an authorized officer or agent)

James L. Baldwin, Executive Vice President

(Type or Print Name)

