

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DS WATERS OF AMERICA, LP		10/27/2006	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	DS Waters of America, Inc.		
Street Address:	5660 New Northside Drive		
Internal Address:	Suite 500		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30328		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2225430	SPARKLETTS	
Registration Number:	2301772	SPARKLETTS	
Registration Number:	0625100	SPARKLETTS	
Registration Number:	1076638	SPARKLETTS	
CORRESPONDENCE DATA			
Fax Number:	(312)460-7942		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	klynch@seyfarth.com		
Correspondent Name:	Seyfarth Shaw LLP		
Address Line 1:	131 South Dearborn Street		
Address Line 2:	Suite 2400		
Address Line 4:	Chicago, ILLINOIS 60603		
NAME OF SUBMITTER:	Kelley A. Lynch		

CH \$115.00 2225430

900077460

TRADEMARK
REEL: 003546 FRAME: 0954

Signature:

/kelley a. lynch/

Date:

05/22/2007

Total Attachments: 2

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Delaware

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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 LIMITED PARTNERSHIP UNDER THE NAME OF "DS WATERS OF AMERICA, LP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "DS WATERS OF AMERICA, LP" TO "DS WATERS OF AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2006, AT 8:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2006, AT 9:02 O'CLOCK A.M.

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



2071647 8100V

060986531

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5151292

DATE: 10-27-06

TRADEMARK

REEL: 003546 FRAME: 0956

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:25 AM 10/27/2006
FILED 08:25 AM 10/27/2006
SRV 060986531 - 2071647 FILE

CERTIFICATE OF CONVERSION**TO A CORPORATION****OF DS WATERS OF AMERICA, LP**

Pursuant to Sections 103 and 265 of the
General Corporation law of the State of Delaware

1. The date on which this entity first formed in the State of Delaware was the 20th day of September, 1985 as a corporation. It then converted to a limited partnership on November 5, 2003.
- 2.
3. The name of the limited partnership immediately prior to the filing of this Certificate of Conversion is DS Waters of America, LP.
4. The name of the corporation into which the limited partnership shall be converted, as set forth in its Certificate of Incorporation, is DS Waters of America, Inc. (the "Corporation").
5. This Certificate of Conversion shall be effective at 9:02 a.m. on October 27, 2006.

IN WITNESS WHEREOF, the limited partnership has caused this Certificate of Conversion to be executed in its name this 27th day of October, 2006.

DS WATERS OF AMERICA, LP

By: DS Waters of America General Partner,
LLC, as general partner

By: DS Waters Enterprises, Inc., as sole member

By: /s/ K. Dillon Schickli
Name: K. Dillon Schickli
Title: Co-Chief Executive Officer