

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Articles of Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Primo To Go, LLC		12/23/2009	LIMITED LIABILITY COMPANY: NORTH CAROLINA

**RECEIVING PARTY DATA**

<b>Name:</b>	Prima Bottled Water, Inc.
<b>Street Address:</b>	104 Cambridge Plaza Drive
<b>City:</b>	Winston-Salem
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	27104
<b>Entity Type:</b>	CORPORATION: NORTH CAROLINA

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	3524969	AMERICAN GROWN BOTTLE
Serial Number:	77528125	
Serial Number:	77546074	
Registration Number:	3583350	OUR BOTTLE IS GOOD FOR YOUR PLANET.
Registration Number:	3583348	FEEL GOOD. YOU JUST MADE A DIFFERENCE.
Registration Number:	3671915	FEEL GOOD TWICE.
Registration Number:	3580421	PLEASE RENEW.
Serial Number:	77549230	
Registration Number:	3605484	TASTE PERFECTION IN A PERFECT BOTTLE.
Serial Number:	77739221	AMERICAN GROWN BOTTLE
Serial Number:	77765816	BOTTLE MADE FROM PLANTS NOT CRUDE OIL
Serial Number:	77798262	PRIMA

**CORRESPONDENCE DATA**

**900153385**

**TRADEMARK  
 REEL: 004139 FRAME: 0963**

**OP \$315.00 3524969**

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ATTORNEY DOCKET NUMBER:	2930219.00092
NAME OF SUBMITTER:	Michael A. Tobin
Signature:	/Michael A. Tobin/
Date:	01/28/2010

Total Attachments: 5  
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**ARTICLES OF INCORPORATION  
OF  
PRIMA BOTTLED WATER, INC.  
[Articles of Conversion of Primo to Go, LLC]**

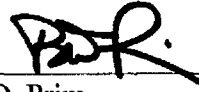
Pursuant to North Carolina General Statutes Section 55-2-01 and 57C-9A-12, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation under the laws of the State of North Carolina pursuant to a conversion of another business entity.

1. The name of the corporation (the “**Corporation**”) is: Prima Bottled Water, Inc.
2. The Corporation is being formed pursuant to a conversion of Primo to Go, LLC, a North Carolina limited liability company (the “**Converting Entity**”).
3. A Plan of Conversion of the Converting Entity into the Corporation is attached hereto as Exhibit A (the “**Plan of Conversion**”) and has been approved by the Converting Entity as required by law.
4. The number of shares the Corporation is authorized to issue is 100,000,000 shares of Common stock, \$0.0001 per share par value.
5. The street address and county of the initial registered office of the Corporation is 104 Cambridge Plaza Drive, Winston-Salem, Forsyth County, North Carolina 27104.
6. The name of the initial registered agent of the Corporation is Billy D. Prim.
7. The name and address of the incorporator is Billy D. Prim, 104 Cambridge Plaza Drive, Winston-Salem, Forsyth County, North Carolina 27104.
8. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article.
9. Action required to be taken at a meeting of shareholders of the Corporation may be taken without a meeting and without prior notice by shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote were present and voted.

10. These Articles will be effective at 11:58 p.m., Raleigh, North Carolina time, on December 31, 2009 (the “**Effective Time**”).

[The next page is the signature page]

This the 23<sup>rd</sup> day of December, 2009.



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Billy D. Prim  
Incorporator

## Exhibit A

### Plan of Conversion

1. At the Effective Time, Primo to Go, LLC, a North Carolina limited liability company (the “**Converting Entity**”), will convert into Prima Bottled Water, Inc., a North Carolina corporation (the “**Resulting Entity**”).
2. At the Effective Time, all of the assets and liabilities of the Converting Entity will become assets and liabilities of the Resulting Entity, by operation of law.
3. At the Effective Time, all contracts and agreements to which the Converting Entity is a party will become contracts and agreements to which the Resulting Entity is a party, by operation of law.
4. At the Effective Time, the Resulting Entity will have authorized 100,000,000 shares of Common stock, \$0.0001 per share par value (the “**Common Stock**”).
5. At the Effective Time, the membership interest in the Converting Entity held by the sole member of the Converting Entity will become will become 57,950,457 shares of the Common Stock of the Resulting Entity, and the Resulting Entity will issue to the sole member of the Converting Entity a certificate therefor.
6. For Federal income tax purposes, the conversion is to be treated as if the sole member of the Converting Entity (an entity that is disregarded for Federal income tax purposes) contributed to the Resulting Entity all of the assets and liabilities of the Converting Entity in exchange for stock in the Resulting Entity as described in Treas. Reg. § 301.7701-3(g)(iv).
7. At the Effective Time, the Board of Directors of the Resulting Entity will be comprised of two directors. Thereafter, the number of directors comprising the Board of Directors of the Resulting Entity shall be as specified or fixed in accordance with the Bylaws of the Resulting Entity. The initial members of the Board of Directors of the Resulting Entity will be as follows:

Billy D. Prim  
Mark Castaneda

8. Billy D. Prim, as incorporator, is authorized to file with the North Carolina Secretary of State Articles of Incorporation of the Resulting Entity (the “**Articles of Incorporation**”), containing provisions consistent with this Plan of Conversion, including the following provisions:

“Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for

monetary damages for breach of any duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article.”

“Action required to be taken at a meeting of shareholders of the Corporation may be taken without a meeting and without prior notice by shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote were present and voted.”

9. This Plan of Conversion shall be effective at 11:58 p.m., Raleigh, North Carolina time, on December 31, 2009 (the “**Effective Time**”).
10. After approval of this Plan of Conversion by the Converting Entity in the manner required by law, and at any time prior to the Effective Time, the member or manager of the Converting Entity may, in their discretion, abandon the conversion.