

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:	900 King Street		
City:	Rye Brook		
State/Country:	NEW YORK		
Postal Code:	10573		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0900859	GRAF'S	
CORRESPONDENCE DATA			
Fax Number:	(210)226-8395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	210-554-5450		
Email:	ipdocket@coxsmith.com		
Correspondent Name:	Pamela B. Huff		
Address Line 1:	112 East Pecan Street, Suite 1800		
Address Line 2:	Cox Smith Matthews Incorporated		
Address Line 4:	San Antonio, TEXAS 78205		
ATTORNEY DOCKET NUMBER:	5338.1098		
NAME OF SUBMITTER:	Pamela B. Huff		
Signature:	/pbhuff35901/		

OP \$40.00 0900859

900173882

**TRADEMARK
 REEL: 004295 FRAME: 0610**

Date:

10/13/2010

Total Attachments: 5

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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: 004295 FRAME: 0612

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]