

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 03/01/2011 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-------------------------|
| R.H. Phillips, Inc. | | 02/24/2011 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|------------------------|--------------------------------|
| Name: | Constellation Wines U.S., Inc. |
| Street Address: | 235 North Bloomfield Road |
| City: | Canandaigua |
| State/Country: | NEW YORK |
| Postal Code: | 14424 |
| Entity Type: | CORPORATION: NEW YORK |

PROPERTY NUMBERS Total: 6

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------|
| Registration Number: | 2015106 | CHATEAU ST. NICHOLAS |
| Registration Number: | 2047097 | NIGHT HARVEST |
| Registration Number: | 1987101 | EXP |
| Registration Number: | 2135050 | TOASTED HEAD |
| Registration Number: | 2285581 | TOASTED HEAD |
| Registration Number: | 2285582 | EXP |

CORRESPONDENCE DATA

Fax Number: (908)725-7088
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 908-722-5640
 Email: officeactions@br-tmlaw.com
 Correspondent Name: Stephen L. Baker
 Address Line 1: 575 Route 28
 Address Line 2: Suite 102

900192846

**TRADEMARK
 REEL: 004548 FRAME: 0891**

OP \$165.00 2015106

Address Line 4: Raritan, NEW JERSEY 08869

NAME OF SUBMITTER:

Stephen L. Baker

Signature:

/Stephen L. Baker/

Date:

05/26/2011

Total Attachments: 5

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAR 09 2011

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on February 28, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

TRADEMARK

REEL: 004548 FRAME: 0893

ACR-41

110224000908

CERTIFICATE OF MERGER

OF

R.H. PHILLIPS, INC.

INTO

CONSTELLATION WINES U.S., INC.

Under Section 905 of the Business Corporation Law of the State of New York

It is hereby certified that:

1. The name of each constituent corporation is as follows:
 - (a) Constellation Wines U.S., Inc., a New York corporation, originally incorporated under the name Canandaigua West, Inc.; and
 - (b) R.H. Phillips, Inc., a California corporation.
2. The name of the surviving corporation is Constellation Wines U.S., Inc.
3. R.H. Phillips, Inc. has 10,000,000 shares of common stock outstanding, all of which at the time of the merger will be owned by the surviving corporation.
4. The effective date of the merger shall be March 1, 2011.
5. The Certificate of Incorporation of Constellation Wines U.S., Inc. was filed by the Department of State of the State of New York on July 8, 1994, under the original name of Canandaigua West, Inc.
6. The Certificate of Incorporation of R.H. Phillips, Inc. was filed by the Department of State of the State of California on February 1, 1994, and it filed an application for authority to do business in New York on November 8, 2000.
7. R.H. Phillips, Inc. has complied with the applicable provisions of the laws of the State of California, in which it is incorporated, and this merger is permitted by such laws and is in compliance therewith.
8. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of Constellation Wines U.S., Inc. on February 16, 2011.

[Signature Page Follows]

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TRADEMARK
REEL: 004548 FRAME: 0894

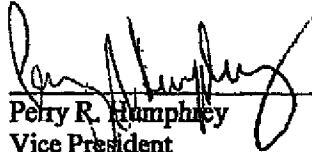
IN WITNESS WHEREOF, this Certificate has been signed on the 27th day of February, 2011.

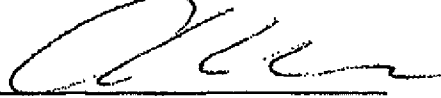
SURVIVING COMPANY:

MERGED COMPANY:

CONSTELLATION WINES U.S., INC.

R.H. PHILLIPS, INC.

By: 
Name: Perry R. Humphrey
Title: Vice President

By: 
Name: Oksana S. Dominach
Title: Vice President and Assistant Treasurer

ACR-41

110224000 908

(4)

CERTIFICATE OF MERGER

OF

R.H. PHILLIPS, INC.

INTO

CONSTELLATION WINES U.S., INC.

Under Section 905 of the Business Corporation Law of the State of New York

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

FEB 24 2011

TAX \$ _____
BY: _____

FILED

2011 FEB 24 PM 4:22

Dawn Traficanti
Nixon Peabody LLP
Clinton Square
Rochester, New York 14604

Onta

2011 FEB 24 PM 2:22

RECEIVED

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Drawdown

13309732

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I hereby certify that the foregoing
transcript of 4 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 10 2011

Date: _____ *SMS*

Debra Bowen
DEBRA BOWEN, Secretary of State