

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/11/2004

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ardea Beverage Company		02/11/2004	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	Ardea Beverage Company
Street Address:	700 Anderson Hill Road
City:	Purchase
State/Country:	NEW YORK
Postal Code:	10577
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	3689260	NUTRISODA
Registration Number:	2979677	NUTRISODA

CORRESPONDENCE DATA	
Fax Number:	(212)408-2501
Phone:	212-408-2500
Email:	nytmdpt@bakerbotts.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Baker Botts L.L.P.
Address Line 1:	30 Rockefeller Plaza
Address Line 4:	New York, NEW YORK 10112

ATTORNEY DOCKET NUMBER:	068728.XXXX
NAME OF SUBMITTER:	Paul J. Reilly

Signature:	/Paul J. Reilly/
Date:	02/21/2012
Total Attachments: 5 source=Ardea_Cert_Ownership_Merger (2)#page1.tif source=Ardea_Cert_Ownership_Merger (2)#page2.tif source=Ardea_Cert_Ownership_Merger (2)#page3.tif source=Ardea_Cert_Ownership_Merger (2)#page4.tif source=Ardea_Cert_Ownership_Merger (2)#page5.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ARDEA BEVERAGE COMPANY,
a Minnesota corporation,

WITH AND INTO

ARDEA BEVERAGE COMPANY MERGER SUB, INC.,
a Delaware corporation

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

The undersigned corporation, Ardea Beverage Company, a Minnesota corporation ("Ardea"), in connection with the merger (the "Merger") of Ardea with and into Ardea Beverage Company Merger Sub, Inc., a Delaware corporation ("Subsidiary"), does hereby certify as follows:

FIRST: That Ardea is incorporated pursuant to the laws of the State of Minnesota. The Subsidiary is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That Ardea owns all of the outstanding shares of the capital stock of the Subsidiary.

THIRD: That Ardea, by written action of the sole shareholder and sole director of Ardea adopted on February 11, 2004, and attached hereto as Annex A and incorporated herein by reference, determined to merge itself into the Subsidiary pursuant to Section 253 of the DGCL on the conditions set forth in such resolutions

FOURTH: That the Subsidiary shall be the surviving corporation of the Merger.

FIFTH: That the name of the surviving corporation is changed to "Ardea Beverage Company."

SIXTH: That the Merger has been approved, adopted, certified, executed and acknowledged by Ardea in accordance with the laws of the State of Minnesota.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed by the duly authorized officer of Ardea on February 11, 2004.

ARDEA BEVERAGE COMPANY

By:

Trevor J. M. Helton

Name: Trevor J. M. Helton

Title: President and Chief Executive Officer

ANNEX A**ARDEA BEVERAGE COMPANY**
Written Action of Sole Shareholder and Sole Director

The undersigned, being the sole shareholder and sole director of Ardea Beverage Company, a Minnesota corporation (the "Company"), hereby adopts the following resolutions, effective as of February 11, 2004:

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Ardea Beverage Company Merger Sub, Inc., a Delaware corporation (the "Subsidiary"), consisting of 1,000 shares of common stock, par value \$.001 per share;

WHEREAS, the sole shareholder and sole director of the Company has determined that it is in the best interests of the Company and its shareholder to effect the merger of the Company with and into the Subsidiary pursuant to Section 302A.621 of the Minnesota Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware; and

WHEREAS, the sole shareholder and sole director of the Company has received and reviewed a copy of the Plan of Merger dated as of February 11, 2004 attached hereto as Exhibit A (the "Plan of Merger"), and the sole shareholder and sole director has considered the merger of the Company with and into the Subsidiary (the "Merger"), with the Subsidiary being the surviving corporation, as contemplated by the Plan of Merger.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Company be merged with and into the Subsidiary pursuant to 302A.621 of the Minnesota Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that the Merger be carried out in accordance with the form, terms and conditions of the Plan of Merger.

FURTHER RESOLVED, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger, a certificate of ownership and merger, and such other information as required by law, and to cause the same to be filed for record with the Minnesota Secretary of State and the Delaware Secretary of State in the manner required by law.

FURTHER RESOLVED, that the officers of the Company, and each of them, be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the intents and purposes of the foregoing resolutions.

FURTHER RESOLVED, that any acts of any officer and of any person or persons designated and authorized to act by an officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

The action contained herein is effective as of the date first written above.

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is adopted as of February 11, 2004, by Ardea Beverage Company, a Minnesota corporation ("Parent").

Background

A. Ardea Beverage Company Merger Sub, Inc. is a corporation duly organized and existing under the laws of the State of Delaware and is a wholly owned subsidiary of Parent ("Subsidiary") and, collectively with Parent, referred to herein as the "Constituent Corporations".

B. The sole shareholder and sole director of Parent deems it advisable and in the best interests of Parent and its sole shareholder that Parent be merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "Merger").

C. The sole shareholder and sole director of Parent has approved this Plan of Merger by resolutions duly adopted in accordance with the laws of their respective jurisdictions of incorporation.

Terms and Conditions

In consideration of the mutual covenants and agreements, and in accordance with applicable laws, the parties hereto agree as follows:

1. Surviving Corporation: Name Change. Parent will be merged with and into Subsidiary, with Subsidiary being the surviving corporation of the Merger. At the Effective Time (as defined in Section 4 below), the corporate existence of Parent will cease and Subsidiary, to the extent permitted by applicable law, will succeed to all the business, properties, assets and liabilities of Parent. At the Effective Time, the name of Subsidiary will be become: Ardea Beverage Company.

2. Authorized Shares. The authorized capital stock of Subsidiary consists of 12,000,000 shares, consisting of: (a) 8,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"); and (b) 4,000,000 shares of Preferred Stock, par value \$0.001 per share.

3. Terms of Merger.

(A) At the Effective Time, each issued and outstanding share of common stock of Parent will, automatically and without further act of either of the Constituent Corporations or of the holder thereof, be extinguished and converted into one issued and outstanding share of Common Stock. At the Effective Time, each certificate representing one or more shares of common stock of Parent will be deemed, for all corporate purposes, to evidence ownership of that number of shares of Common Stock which the holder of such certificate is entitled to receive pursuant to the Merger.

(B) Each person who, as a result of the Merger, holds one or more certificates that theretofore represented one or more shares of common stock of Parent may surrender any such certificate to the Subsidiary, and upon such surrender, Subsidiary will promptly deliver to such person in substitution and exchange therefor one or more certificates evidencing the number of shares of Common Stock that such person is entitled to receive in accordance with the terms of this Plan of Merger in substitution for the number of shares of common stock of Parent theretofore represented by each certificate so surrendered.

(C) At and after the Effective Time, all of the issued and outstanding shares of Common Stock of Subsidiary held immediately before the Effective Time will be cancelled and cease to exist, without any consideration being payable therefor.

4. Effective Time of Merger. The Effective Time of Merger will be the date on which (i) a Certificate of Ownership and Merger has been duly filed in the office of the Secretary of State of Delaware, and (ii) a Certificate of Merger has been duly filed in the office of the Secretary of State of Minnesota (the "Effective Time").

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