

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|---------------------------|---|----------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 03/01/2011 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | CONSTELLATION CANADA LTD. | | 02/24/2011 |
| | | | Entity Type |
| | | | CORPORATION: ILLINOIS |
| RECEIVING PARTY DATA | | | |
| Name: | CONSTELLATION WINES U.S., INC. | | |
| Street Address: | 235 N. BLOOMFIELD ROAD | | |
| City: | CANANDAIGUA | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 14424 | | |
| Entity Type: | CORPORATION: NEW YORK | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 1314913 | BLACK VELVET |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3122220818 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Phone: | 312.222.5794 | | |
| Email: | jhbrown@michaelbest.com | | |
| Correspondent Name: | Jeffrey H. Brown | | |
| Address Line 1: | Michael Best & Friedrich LLP | | |
| Address Line 2: | 180 N. Stetson, Suite 2000 | | |
| Address Line 4: | Chicago, ILLINOIS 60601 | | |
| ATTORNEY DOCKET NUMBER: | 017587- | | |
| NAME OF SUBMITTER: | Jeffrey H. Brown | | |

| | |
|--|--------------------|
| Signature: | /Jeffrey H. Brown/ |
| Date: | 10/22/2013 |
| <p>Total Attachments: 9</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page1.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page2.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page3.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page4.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page5.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page6.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page7.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page8.tif</p> <p>source=13812260_Articles_of_Merger_-_Constellation_Canada_Ltd__to_Constellation_Wines_U_S__Inc_-_#_13708325_v_1#page9.tif</p> | |

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

FEB 24 2011

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

JESSE WHITE
SECRETARY OF STATE

File # 60390908 Filing Fee: \$ 100.00 Approved: lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ^{merge} ~~consolidate~~ and State or Country of Incorporation.
~~exchange-charge~~

| Name of Corporation | State or Country of Incorporation | Corporation File Number |
|---|-----------------------------------|-------------------------|
| Constellation Canada Ltd. | Illinois | 60390908 |
| Constellation Wines U.S., Inc. <u>S</u> | New York | N/A <u>NR</u> |
| | | |
| | | |

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ^{surviving} ~~new~~ corporation: Constellation Wines U.S., Inc.
~~requiring~~

b. Corporation shall be governed by the laws of: New York

For more space, attach additional sheets of this size.

4. Plan of ^{merger} ~~consolidation~~ is as follows:
~~exchange~~
See Attached.

6. The ~~consolidation~~ merger was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 -- 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

| Name of Corporation: | By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20) | By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20. | By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20. |
|---------------------------|--|--|---|
| Constellation Canada Ltd. | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

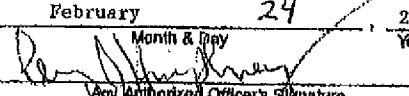
b. Not applicable to 100 percent-owned subsidiaries.

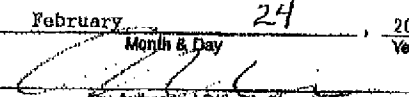
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated February 24, 2011, Constellation Canada Ltd.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
Perry R. Humphrey, Vice President
Name and Title (type or print)

Dated February 24, 2011, Constellation Wines U.S., Inc.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
Oksana S. Dominach, Vice President
Name and Title (type or print)

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

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**CERTIFICATE OF MERGER
OF
CONSTELLATION CANADA LTD.
AND
CONSTELLATION WINES U.S., INC.
INTO
CONSTELLATION WINES U.S., INC.**

Under Section 904 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) Constellation Canada Ltd., an Illinois corporation.
2. The name of the surviving corporation is Constellation Wines U.S., Inc.
3. The number of outstanding shares of the constituent entities are currently as follows, all of which are entitled to vote:
 - (a) Constellation Wines U.S., Inc. has 100 shares of common stock outstanding; and
 - (b) Constellation Canada Ltd. has 1,000 shares of common stock outstanding.
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 Constellation Canada Ltd. was filed by the Department of State of the State of Illinois on March 12, 1999, and it has not filed an application for authority to do business in New York.
7. Constellation Canada Ltd. has complied with the applicable provisions of the laws of the State of Illinois, 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, by written consent of the sole shareholder of Constellation Wines U.S., Inc. on February 16, 2011 and by unanimous written consent of the Board of Directors of Constellation Canada Ltd. on February

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14, 2011 and by written consent of the sole shareholder of Constellation Canada Ltd. On February 16, 2011.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Certificate has been signed on the 24th day of February, 2011.

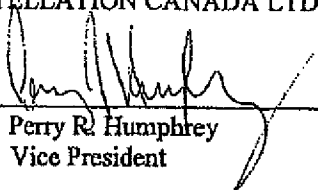
SURVIVING COMPANY:

MERGED COMPANY:

CONSTELLATION WINES U.S., INC.

CONSTELLATION CANADA LTD.

By: 
Name: Ronald C. Fondiller
Title: Senior Vice President

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

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CERTIFICATE OF MERGER
OF
CONSTELLATION CANADA LTD.
AND
CONSTELLATION WINES U.S., INC.
INTO
CONSTELLATION WINES U.S., INC.

Under Section 904 of the Business Corporation Law of the State of New York

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ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

FEB 24 2011

TAX \$ _____
BY: *[Signature]*

Onsta

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FILED

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

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