

03-01-2001



101623898

1-30-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002242 FRAME: 0360

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/869927"/>	<input type="text" value="75/869926"/>	<input type="text" value="75/869928"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/942336"/>	<input type="text" value="75/942335"/>	<input type="text" value="75/942337"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/942338"/>	<input type="text" value="76/122567"/>	<input type="text" value="76/122566"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Helen Hill Minsker

1-30-2001

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

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DBA/AKA/TA

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Trademark Application Number(s)

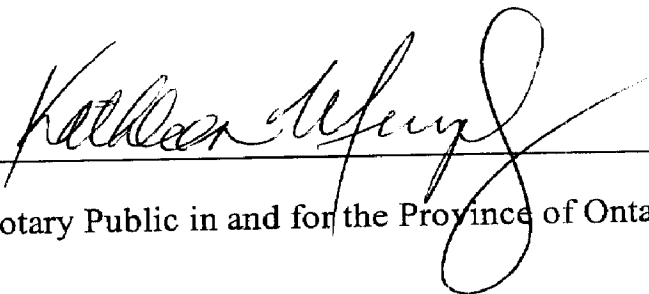
Registration Number(s)

76/019930	76/019928	76/019933
76/114363		

CANADA)
)
PROVINCE OF ONTARIO)
)
TO WIT:)

I, KATHLEEN MARIE MURPHY, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the Municipality of Metropolitan Toronto, in the said Province, DO HEREBY CERTIFY AND ATTEST that the paper writing hereto annexed, which is stamped with an impression of my seal, is a true copy of the Articles of Continuance of Beer.com Inc. dated November 15, 2000, an act whereby being requested I have granted the same under my hand and Notarial Seal of Office to serve and avail as occasion shall or may require.

DATED at Toronto, Ontario, this 4th of December, 2000.



Notary Public in and for the Province of Ontario



CERTIFICATE
 This is to certify that these
 articles are effective on

CERTIFICAT
 Ceci certifie que les présents
 status entrent en vigueur le

1345302

NOVEMBER 15 NOVEMBRE, 2000

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF CONTINUANCE
 STATUTS DE PROROGATION**

Form 6
 Business
 Corporations
 Act

Formule
 numéro 6
 Loi sur les
 compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

3	5	5	7	5	2	9	C	A	N	A	D	A	I	N	C	.									
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2. The corporation is to be continued under the name *Nouvelle dénomination sociale de la compagnie (si elle (if different from 1):* différente de celle inscrite ci-dessus):

B	E	E	R	.	C	O	M	I	N	C	.														
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3. Name of jurisdiction the corporation is leaving: *Nom de l'état que quitte la compagnie:*

FEDERAL

(Name of jurisdiction) (*Nom de l'état*)

4. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

NOVEMBER 26, 1998

(Day, Month, Year) (*jour, mois, année*)

5. The address of the registered office is: *Adresse du siège social:*

181 BAY STREET, SUITE 200

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
 (*Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureaux, numéro du bureau*)

TORONTO, ON

(Name of Municipality or Post Office)
 (*Nom de la municipalité ou du bureau de poste*)

M	5	J	2	T	3
---	---	---	---	---	---

(Postal Code/Code postal)

6. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of one and maximum of 10 directors

7. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien</i> Oui/Non
Fred M. Jaques	181 Bay Street, Suite 200 Toronto, Ontario, M5J 2T3	Y
Rocco Rossi	181 Bay Street, Suite 200 Toronto, Ontario, M5J 2T3	Y
Aidan D. Tracey	181 Bay Street, Suite 200 Toronto, Ontario, M5J 2T3	Y

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise: *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie:*

None

9. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

3.

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

4.

Not Applicable

11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

5.

No shares or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

LIMITATION ON NUMBER OF SHAREHOLDERS

The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

NO PUBLIC DISTRIBUTION

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

13. The corporation has complied with subsection 180(3) of the Business Corporations Act.

La compagnie s'est conformée aux dispositions du paragraphe 180(3) de la Loi sur les compagnies.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on

Le prorogation de la compagnie en vertu des lois de la province de l'Ontario a été dûment autorisée en vertu des lois de l'autorité législative sous le régime de laquelle la compagnie a été constituée ou prorogée le

30/10/2000

(Day, Month, Year)
(jour, mois, année)

15. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated thereunder.

La prorogation de la compagnie en vertu de la Loi sur les compagnies a le même effet que si la compagnie avait été constituée en vertu de cette Loi.

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

3557529 Canada Inc.

(Name of Corporation)
(Dénomination sociale de la compagnie)

By/Par:

[Handwritten Signature], Assistant Secretary
(Signature) (Description of Office)
(Signature) (Fonction)

TRADEMARK