



10-15-2002



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
3557529 Canada Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a Canadian Corporation

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 11-15-00

2. Name and address of receiving party(ies)
Name: BEER.COM INC.
Internal Address:
Address:
Street Address: 181 Bay Street, Suite 200
City: Toronto, Canada State: Zip: M5J 2T3

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Canada
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/697,354

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen Hill Minsker
Internal Address:
Street Address: Banner & Witcoff, Ltd.
1001 G Street, NW
City: Washington State: DC Zip: 20001

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-0733

DO NOT USE THIS SPACE

9. Signature.
10/11/2002 DBYRNE 00000093 190733 75697354
40.00 CH
Helen Hill Minsker
Name of Person Signing

Helen Hill Minsker
Signature

10/7/2002
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of:)
 Beer.com Inc. (Formerly 3557529 Canada Inc.)) Atty. Dkt. No.: 05007.00064
 U.S. Serial No: 75/697,354)
 Filing Date: May 3, 1999)
 Mark: BEER.COM)

SUBSTITUTE POWER OF ATTORNEY
and
DESIGNATION OF DOMESTIC REPRESENTATIVE

Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

BOX RESPONSES - NO FEE

Sir:

The Applicant in the above-captioned trademark application hereby revokes all previous Powers of Attorney and Designations of Domestic Representative and appoints the following attorneys to prosecute and transact all business in the U.S. Patent and Trademark Office connected therewith.

Applicant appoints Helen Hill Minsker, Brian E. Banner, Holly M. Ford, William F. Rauchholz, Dale H. Hoscheit, Joseph M. Potenza, and Franklin D. Wolffe, all members of the Bar of the highest court of the District of Columbia, and Mark T. Banner, Joseph J. Berghammer, Marc S. Cooperman, J. Pieter van Es, Jon O. Nelson and Christopher J. Renk, all members of the Bar of the highest court of Illinois, and each of them c/o Banner & Witcoff, Ltd., Eleventh Floor, 1001 G Street, N.W., Washington, DC 20001-4597, telephone number (202) 508-9100, as its attorneys, with full power of substitution and revocation, to prosecute and transact any and all business in the U.S. Patent and Trademark Office in connection therewith, and to receive any notices affecting this mark and to act as Applicant's domestic representative upon whom notice or process in proceedings affecting the mark may be served.

Please send all communications to the attention of Helen H. Minsker, Banner & Witcoff, Ltd., Eleventh Floor, 1001 G Street, N.W., Washington, D.C. 20001-4597.

Respectfully submitted,

BEER.COM INC.

Date: OCT 4 2002

By: 

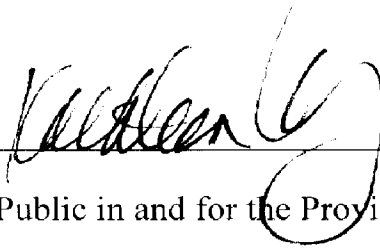
Name: KATHLEEN MURPHY

Title: ASSISTANT SECRETARY

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 19th of June, 2002.



Notary Public in and for the Province of Ontario

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

2.

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]
(Signature)
Assistant Secretary
(Fonction)
TRADEMARK