

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

10-07-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



SHEET

TRADEMARK

OCT 4

Our Ref: 47630-0001

101163466

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 # _____

MRD
10-4-99

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger Effective Date
 Change of Name Month Day Year
 Other June 30, 1999

Conveying Party

____ Mark if additional names of conveying parties attached

Name Select-Canfield, Inc.

Execution Date
Month Day Year

June 30, 1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association
 Other

Citizenship/State of Incorporation/Organization Illinois

Receiving Party

____ Mark if additional names of receiving parties attached

Name ABC Beverage Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 7955 South Cass Avenue, Suite 201

Address (line 2) Darien, Illinois 60561

Address (line 3) _____

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 Michigan

10/05/1999 DWBUYEN 00000249 1221126

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 EC:482 475.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

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 (212) 309-6764

Name Jessica N. Cohen

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

23

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

Mark if additional numbers are 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)

1,221,126	1,343,117	1,056,693	1,840,061
740,273	828,265	853,301	1,796,051
1,337,051	406,221	1,742,469	950,437
1,375,303	900,859	1,775,407	992,083
976,004	2,024,241	1,890,091	938,156

Number of Properties Enter the total number of properties involved.

20

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 515.00

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: 13-4520

Authorization to charge additional fees: Yes No _____

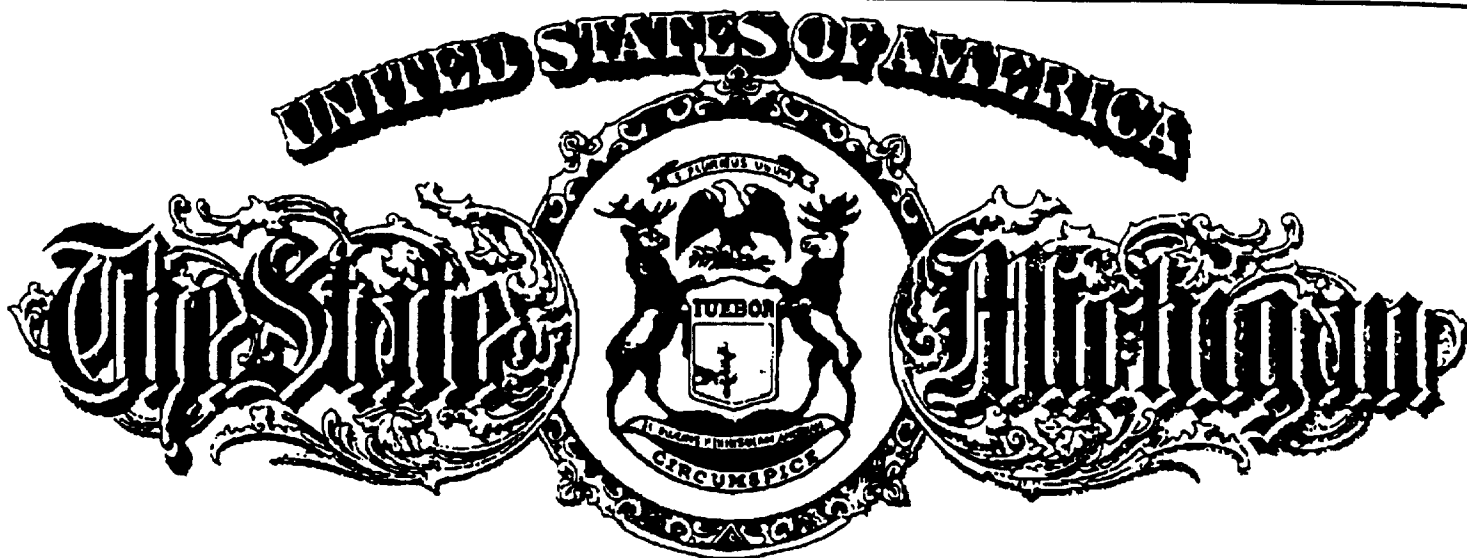
Statement and Signature

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.

Jessica N. Cohen
Name of Person Signing

Jessica N. Cohen
Signature

10/1/99
Date Signed



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of June, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

JUN 30 1999

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

JUN 30 1999

Administrator
CORP, SECURITIES & LAND DEV. BUREAU

Name

517-663-2525 Ref # 94420
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI 48827

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear in Item

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

ABC Beverage Corp.

482-371

SBI Holdings Corp.

Select Beverages, Inc.

Select-Canfield, Inc.

b. The name of the surviving (new) entity and its identification number is:

ABC Beverage Corp.

482-371

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

7955 South Cass Avenue, Suite 201, Darien, Illinois 60561

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, 19____.

TRADEMARK

REEL: 001970 FRAME: 0681

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
See Attachment A			

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: N/A

The manner and basis of converting shares are as follows: See Attachment B

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: N/A

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:
 the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

ABC Beverage Corp.

By William G. Nelson ✓
 (Signature of Authorized Officer or Agent)
WILLIAM G. NELSON
 (Type or print name)
 ABC Beverage Corp.

By _____
 (Signature of Authorized Officer or Agent)

 (Type or print name)

Attachment A

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares in Each Class or Series</u>	<u>Class or Series of Shares Entitled to Vote</u>	<u>Class or Series Entitled to Vote as a Class</u>
ABC Beverage Corp.	2,618,991 Class A Common, \$.01 Par Value 114,074 Class B Common, \$.01 Par Value	Class A Common Class B Common	Class A Common Class B Common
SBI Holdings Corp.	10,000 Common, \$.01 Par Value	Common	N/A
Select Beverages, Inc.	10,000 Common, \$.01 Par Value	Common	N/A
Select-Canfield, Inc.	5,556 Common, No Par Value	Common	N/A

Attachment B

The manner and basis of converting shares are as follows:

Upon the effective date of the merger, all shares of capital stock of SBI Holdings Corp., Select Beverages, Inc., and Select-Canfield, Inc. which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date shall continue to represent one issued share of the surviving corporation.

1-NY/988893.1

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
ABC BEVERAGE CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF MICHIGAN HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of JUNE A.D. 1999 and of the Independence of the United States the two hundred and 23RD



Jesse White

Secretary of State

TRADEMARK

REEL: 001970 FRAME: 0685

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

JUN 30 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date *6-30-99*

Filing Fee \$ *200.-*

Approved: *[Signature]*

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ^{merge}~~consolidate~~
~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Select-Canfield, Inc.	Illinois	1798-562-1
SBI Holdings Corp.	Delaware	2331088 <i>NR</i>
Select Beverages, Inc.	Delaware	<i>5425-521-7</i>
ABC Beverage Corp.	Michigan	482-371 <i>NR</i>

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~~
~~acquiring~~ corporation: ABC Beverage Corp.

(b) it shall be governed by the laws of: Michigan

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger}~~consolidation~~
~~exchange~~ is as follows: Please see attached.

EXPEDITED

JUN 30 1999

SECRETARY OF STATE

5. Plan of ~~Consolidation~~^{merger} ~~exchange~~ 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% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois 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 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Select-Canfield, Inc.	<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 issuance of a certificate 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 this item if reporting a merger under § 11.30—90% 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, are:

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% 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 the answer is "No," the 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 of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 25, 1999
(Month & Day) (Year)

attested by Brian E. Landers
(Signature of Secretary or Assistant Secretary)

BRIAN E. LANDERS, ASST. SEC.
(Type or Print Name and Title)

Select-Canfield, Inc.
(Exact Name of Corporation)

by William M. Nelson
(Signature of President or Vice President)

WILLIAM M. NELSON, V.P.
(Type or Print Name and Title)

Dated June 25, 1999
(Month & Day) (Year)

attested by Brian E. Landers
(Signature of Secretary or Assistant Secretary)

BRIAN E. LANDERS, ASST. SEC.
(Type or Print Name and Title)

SBI Holdings Corp.
(Exact Name of Corporation)

by William M. Nelson
(Signature of President or Vice President)

WILLIAM M. NELSON V.P.
(Type or Print Name and Title)

Dated June 25, 1999
(Month & Day) (Year)

attested by Brian E. Landers
(Signature of Secretary or Assistant Secretary)

BRIAN E. LANDERS, ASST. SEC.
(Type or Print Name and Title)

Select Beverages, Inc.
(Exact Name of Corporation)

by William M. Nelson
(Signature of President or Vice President)

WILLIAM M. NELSON V.P.
(Type or Print Name and Title)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in Black Ink).

Dated: June 25, 1999
(Month & Day) (Year)

ABC Beverage Corp.
(Exact Name of Corporation)

attested by Brian E. Landers
(Signature of Secretary or Assistant Secretary)

by William M. Nelson, V.P.
(Signature of President or Vice President)

BRIAN E. LANDERS, ASST. SEC.
(Type or Print Name and Title)

WILLIAM M. NELSON, V.P.
(Type or Print Name and Title)

PLAN AND AGREEMENT OF MERGER

OF

SBI HOLDINGS CORP.
(a Delaware corporation),

SELECT BEVERAGES, INC.
(a Delaware corporation),

SELECT-CANFIELD, INC.
(an Illinois corporation),

AND

ABC BEVERAGE CORP.
(a Michigan corporation)

PLAN AND AGREEMENT OF MERGER, dated as of June 25, 1999 (this "Plan"), respecting the merger of SBI Holdings Corp., a Delaware corporation ("SBI"), Select Beverages, Inc., a Delaware corporation ("Select") and Select-Canfield, Inc., an Illinois corporation ("Select-Canfield"), with and into ABC Beverage Corp., a Michigan corporation ("ABC").

WHEREAS, the name of each constituent corporation, the designation and number of outstanding shares in each class or series, the class or series of shares entitled to vote and the class or series entitled to vote as a class are as follows:

<u>Name of corporation</u>	<u>Designation and number of outstanding shares in each class or series</u>	<u>Class or series of shares entitled to vote</u>	<u>Class or series entitled to vote as a class</u>
SBI Holdings Corp.	10,000 shares of Common Stock, \$.01 par value	Common Stock	N/A
Select Beverages, Inc.	10,000 shares of Common Stock, \$.01 par value	Common Stock	N/A
Select-Canfield, Inc.	5,556 shares of Common Stock, no par value	Common Stock	N/A

ABC Beverage Corp.	2,618,991 shares of Class A Common Stock, \$.01 par value	Class A Common Stock	Class A - voting
	114,074 shares of Class B Common Stock, \$.01 par value	Class B Common Stock	Class B - voting

; and

WHEREAS, Section 252 of the Delaware General Corporation Law (the "DGCL"), Section 735 of the Michigan Business Corporation Act (the "MBCA") and Section 11.35 of the Illinois Business Corporation Act (the "IBCA") permit the merger of SBI, Select and Select-Canfield with and into ABC (the "Merger"); and

WHEREAS, the respective shareholders and Boards of Directors of SBI, Select, Select-Canfield and ABC have authorized the consummation of the Merger pursuant to the provisions of the MBCA, the DGCL and the IBCA and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Merger shall be effected in substantially the following manner:

1. On the Effective Date (as defined in Section 6 hereof), pursuant to the provisions of the MBCA, the DGCL and the IBCA, SBI, Select and Select-Canfield shall merge with and into ABC, which shall be the continuing and resulting corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be "ABC Beverage Corp." The corporate existence of ABC, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all the rights, privileges, immunities, powers and purposes of SBI, Select and Select-Canfield and all the property (real and personal), causes of action and every other asset of SBI, Select and Select-Canfield shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of SBI, Select and Select-Canfield, all without further act or deed. The separate corporate existence of SBI, Select and Select-Canfield shall cease upon the Effective Date.

2. All of the issued and outstanding shares of Select-Canfield are owned by Select; all of the issued and outstanding shares of Select are owned by SBI; and all of the issued and outstanding shares of SBI are owned by ABC. Upon the Effective Date, all shares of capital stock of SBI, Select and Select-Canfield which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date shall continue to represent one issued share of the Surviving Corporation.

3. From and after the Merger, the Restated Articles of Incorporation and By-laws of ABC, as in effect immediately prior to the Merger, shall be the Articles of Incorporation and the By-laws of the Surviving Corporation.

4. The members of the Board of Directors and the officers of ABC immediately prior to the Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until successors are appointed in accordance with applicable law and the Articles of Incorporation and By-laws of the Surviving Corporation.

5. SBI, Select, Select-Canfield and ABC shall cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Michigan (including without limitation a Certificate of Merger), the laws of the State of Delaware (including without limitation a Certificate of Merger), and the laws of the State of Illinois (including without limitation Articles of Merger), and shall cause to be performed within the State of Michigan, the State of Delaware, and the State of Illinois and elsewhere all acts necessary to effectuate the Merger.

6. The date upon which the Merger shall become effective shall be the date on which (i) the Certificate of Merger reflecting the Merger is filed with the Michigan Department of Consumer and Industry Services, (ii) the Certificate of Merger reflecting the Merger is filed with the Secretary of State of the State of Delaware and (iii) the Articles of Merger reflecting the Merger are filed with the Secretary of State of the State of Illinois (the "Effective Date").

7. The Surviving Corporation does hereby agree that it may be served with process in the State of Illinois in any proceeding for enforcement of any obligation of Select-Canfield, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any dissenting shareholder of Select-Canfield; and does hereby irrevocably appoint the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of Illinois: c/o Secretary, 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561; and does hereby agree that it will promptly pay to the dissenting shareholders of Select-Canfield the amount, if any, to which they shall be entitled under the provisions of the IBCA with respect to the rights of dissenting shareholders.

8. The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SBI or Select, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of SBI or Select as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall

be mailed by the Secretary of State of the State of Delaware: c/o Secretary, 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561.

9. This Plan may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and all signatures need not appear on any one counterpart.

IN WITNESS WHEREOF, this Plan is hereby executed as of the date first written

above.

SBI HOLDINGS CORP.

By: William M. Nelson
Name: William M. NELSON
Title: VP

Attest:

By: Brian E. Landers
Name: BRIAN E. LANDERS
Title: ASST. SECRETARY

SELECT BEVERAGES, INC.

By: William M. Nelson
Name: William M. NELSON
Title: VP

Attest:

By: Brian E. Landers
Name: BRIAN E. LANDERS
Title: ASST. SECRETARY

SELECT-CANFIELD, INC.

By: William M. Nelson
Name: WILLIAM M. NELSON
Title: V.P.

Attest:

By: Brian E. Landers
Name: BRIAN E. LANDERS
Title: ASST. SECRETARY

ABC BEVERAGE CORP.

By: William M. Nelson
Name: WILLIAM M. NELSON
Title: V.P.

Attest:

By: Brian E. Landers
Name: BRIAN E. LANDERS
Title: ASST. SECRETARY

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SBI HOLDINGS CORP.", A DELAWARE CORPORATION,

"SELECT BEVERAGES, INC.", A DELAWARE CORPORATION,

"SELECT-CANFIELD, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "ABC BEVERAGE CORP." UNDER THE NAME OF "ABC BEVERAGE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3063852 8100M

991267619

AUTHENTICATION:

9840137

DATE:

06-30-99

TRADEMARK

REEL: 001970 FRAME: 0696

CERTIFICATE OF MERGER

merging

SBI HOLDINGS CORP.
(a Delaware corporation),

SELECT BEVERAGES, INC.
(a Delaware corporation),

and

SELECT-CANFIELD, INC.
(an Illinois corporation)

with and into

ABC BEVERAGE CORP.
(a Michigan corporation)

**(Pursuant to Section 252 of the
General Corporation Law of Delaware)**

SBI Holdings Corp., a Delaware corporation ("SBI"), Select Beverages, Inc., a Delaware corporation ("Select") and Select-Canfield, Inc., an Illinois corporation ("Select-Canfield"), desire to merge with and into ABC Beverage Corp., a Michigan corporation ("ABC"), pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "Merger"). ABC hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations which plan to merge hereby (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SBI Holdings Corp.	Delaware
Select Beverages, Inc.	Delaware
Select-Canfield, Inc.	Illinois
ABC Beverage Corp.	Michigan

SECOND: A Plan and Agreement of Merger, dated as of June 25, 1999, between SBI, Select, Select-Canfield and ABC (the "Plan"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware ("DGCL"), Section 703a of the Michigan Business Corporation Act (the "MBCA") and Section 11.20 of the Illinois Business Corporation Act (the "IBCA").

THIRD: The surviving corporation shall be ABC Beverage Corp. (hereinafter, the "Surviving Corporation").

FOURTH: The Restated Articles of Incorporation of ABC in effect immediately prior to the filing of this Certificate of Merger shall be the Articles of Incorporation of the Surviving Corporation.

FIFTH: The executed Plan is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561.

SIXTH: A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SBI or Select, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of SBI or Select as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: c/o Secretary, 7955 South Cass Avenue, Suite 201, Darien, Illinois 60561.

EIGHTH: The Merger herein certified shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of this 25th day of June, 1999.

ABC BEVERAGE CORP.

By: William M. Nelson
Name: WILLIAM M. NELSON
Title: U.P.

SELECT-CANFIELD, INC.

Mark	Registration/ Application Number	Country/State	Date of Filing
NO-CAF	1,221,126	U.S.	December 21, 1982
CANFIELD'S & design	740,273	U.S.	November 6, 1962
MICKEY MELON	1,337,051	U.S.	May 21, 1985
HAWAIIAN PINEAPPLE	1,375,303	U.S.	December 10, 1985
CANFIELD'S & design	1,343,117	U.S.	June 18, 1985
CHERRY-OLA	828,265	U.S.	May 2, 1967
GRAF'S	406,221	U.S.	March 14, 1944
GRAF'S	900,859	U.S.	October 13, 1970
GRAN'PA GRAF'S	1,056,693	U.S.	January 18, 1977
SWISS CREME & design	853,301	U.S.	July 23, 1968
COUNTRY MIST	1,742,469	U.S.	December 22, 1992
SYMBOL OF EXCELLENCE & design	938,156	U.S.	July 18, 1972
HEE HAW (Stylized)	1,775,407	U.S.	June 8, 1993

CHICAGO COW	1,840,061	U.S.	June 14, 1994
SPRING MIST	1,796,051	U.S.	September 28, 1993
STRAWBERRY SUPREME	950,437	U.S.	January 9, 1973
WILDWOOD	992,083	U.S.	August 27, 1974
CANFIELD'S	976,004	U.S.	January 1, 1974
AQUA CLEAR	2,024,241	U.S.	December 17, 1996
ALLIGATOR design	1,890,901 1,890,091	U.S.	April 18, 1995 <i>sk</i>
DANCING CARBONATION	30992	Illinois	January 14, 1955
FIFTY-FIFTY	31090	Illinois	March 11, 1995
50-50	31836	Illinois	April 6, 1986
HONEE ORANGE	48079	Illinois	August 31, 1979
GRAF'S 50-50	9131	Missouri	June 9, 1986
GRAF'S DIET 50-50	9130	Missouri	June 9, 1986
HONEE ORANGE	5009-2140	Indiana	August 22, 1979
HONEE ORANGE	18242	Wisconsin	June 1971
DANCING CARBONATION	18240	Wisconsin	June 1971
50-50	26090	Wisconsin	

GRAN'MA GRAF'S & design	24232	Wisconsin	May 6, 1977
CANFIELD'S CLEAR	unregistered		
RED POP	unregistered		
50/50	unregistered		
HERE COMES THE FUDGE	unregistered		
I FUDGED ON MY DIET	unregistered		
CANFIELD'S	475195	Benelux	
CANFIELD'S	322701	Canada	
CHOCOLATE FUDGE	321115	Canada	
CANFIELD'S	153000	Colombia	
CANFIELD'S	82288	Costa Rica	
CANFIELD'S	T/83619	Israel	
CANFIELD'S	2217270	Japan	
50/50 (Stylized)	409704	Mexico	
50/50 (Stylized)	3837	Peru	
50/50 (Stylized)	90.938	Costa Rica	
CANFIELD'S	1259	Peru	

NY02A/216713.1

RECORDED: 10/04/1999

TRADEMARK
REEL: 001970 FRAME: 0702