



DRINKER BIDDLE & REA
 1500 K Street, N.W., Suite 1
 Washington, D.C. 20005-12
 (202) 842-8800

05-15-2002



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<p>1. NAME OF CONVEYING PARTY:</p> <p>COTT BEVERAGES USA, INC. A Georgia corporation</p> <p style="text-align: right;"><i>5-10-02</i></p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>BCB USA CORP. A Georgia corporation 5650 Whitesville Road Suite 201 Columbus, Georgia 31904</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: January 24, 2000 3B. EFFECTIVE DATE: January 24, 2000</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 110,004 – WHISTLE (Stylized) Reg. No. 2,097,443 – IF YOU CAN'T TASTE THE DIFFERENCE, WHY PAY FOR IT? Reg. No. 2,237,271 – DR. VESS</p> <p>Additional numbers attached? NO</p>
<p>Norm D. St. Landau, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 3</p> <p>7. TOTAL FEE: \$90.00 (Check Enclosed)</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31567.503/157423</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Jennifer L. Dean</i> Jennifer L. Dean Date: May <u>10</u>, 2002 Page 1 of 5</p>

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FILED BY COURIER
 May 10, 2002

Andrew L. Engel

31567.503/157423
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TRADEMARK
 REEL: 002505 FRAME: 0214

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000340289
CONTROL NUMBER: K107144
EFFECTIVE DATE: 01/24/2000
REFERENCE : 0077
PRINT DATE : 02/03/2000
FORM NUMBER : 611

DAV BUEHLER
P.O. BOX 1199
COLUMBUS, GA 319021199

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

COTT BEVERAGES USA, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

BCB USA CORP.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto, is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COTT BEVERAGES USA, INC.

ARTICLE I

The name of the corporation is COTT BEVERAGES USA, INC. (the "Corporation").

ARTICLE II

The following amendments (the "Amendment") to the Articles of Incorporation of the Corporation has been adopted as follows:

- A. The text of Article 1 of the Articles of Incorporation of Cott Beverages USA, Inc. ("Articles") is hereby deleted in its entirety and the following substituted in lieu thereof:

"The name of the corporation is "BCI" SA CORP."

- B. The text of Article 5 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

The maximum number of shares of capital stock that the Corporation should be authorized to have outstanding at anytime shall be 1,000,000 shares of voting common capital stock of no par value. The amount of capital with which the Corporation shall begin business shall not be less than \$500. The shares of capital stock are not subject to redemption by the Corporation.

ARTICLE III

The Amendment was adopted on the 24th day of January, 2000, by the unanimous written consent of the Board of Directors and the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment this 24th day of January, 2000.

COTT BEVERAGES USA, INC.

By: [Signature]

Title: Secretary

SECRETARY OF STATE
JAN 24 12 49 PM '00
BSR (07)

SECRETARY OF STATE
JAN 2 10 09 AM '00
BSR (07)

00699/0009
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CERTIFICATE REQUEST FOR PUBLICATION

The undersigned does hereby certify and verify that the Request for Publication of Notice of Change of Corporate Name of Cott Beverages USA, Inc. and payment therefor have been made as required by subsection (b) of § 14-2-1006.1 of the Georgia Business Corporation Code, this the 24th day of January, 2000.

PAGE, SCRANTOM, SPROUSE
TUCKER & FORD, P.C.

By: David A. Buehler
David A. Buehler

Page, Scrantom, Sprouse, Tucker & Ford, P.C.
1043 Third Avenue
Post Office Box 1199
Columbus, Georgia 31902-1199
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SECRETARY OF STATE
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