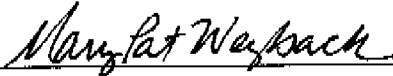


DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100

Washington, D.C. 20005-1209

(202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p>Premium Beverage Packers, Inc. A Pennsylvania corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>COTT BEVERAGES WYOMISSING INC. A Pennsylvania corporation 1090 Spring Street Wyomissing, Pennsylvania 19610</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"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: December 9, 2002</p> <p>3B. EFFECTIVE DATE: December 9, 2002</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Ser. No. 78/071,480 – CLEAR CHOICE PREMIUM SELTZER</p> <p>Additional numbers attached? No</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>Reg. No. 1,285,484 – TOP POP (stylized)</p> <p>Additional numbers attached? 14</p>
<p>MaryPat A. Weyback, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 16</p> <p>7. TOTAL FEE: \$415.00</p> <p>8. CHARGE FEES TO: DEPOSIT ACCT. NO. 50-0573</p> <p>Our Ref: 33117.314</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></p> <p>Mary Pat A. Weyback Date: September 4, 2003 Page 1 of 5</p>

CH \$415.00 500573 78071480

FILED BY FACSIMILE TO: (703)306-5995

September 4, 2003



33117.314
DC\387683\1

700042744

TRADEMARK
REEL: 002711 FRAME: 0734

SCHEDULE A

<u>Reg. No.</u>	<u>Mark</u>
1,285,484	TOP POP (stylized)
1,297,930	TOP COLA
1,335,803	TOP POP
1,473,397	TOP TEA
1,510,360	TOP POP
1,551,198	SUNNY-ISLE
1,776,022	AMERICAN CLASSIC
1,882,419	AMERICAN CLASSIC & Design
1,959,704	CLEAR CHOICE & Design
2,064,154	AMERICAN CLASSIC
2,143,725	CLEAR 'N PURE
2,183,177	TOP TEA
2,261,265	TOP FRUIT MEDLEY
2,283,459	TOP REAL BREWED TEA
2,437,859	OLD DUTCH Logo

<u>Serial No.</u>	<u>Mark</u>
78/071,480	CLEAR CHOICE PREMIUM SELTZER

200210-2-1433

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number

2653139

- Business Corporation (§ 1915)
- Nonprofit Corporation (§ 5915)

Name

Address

City

State

Zip Code

Document will be returned to the name and address you enter to the left.

Fee: \$52

Filed in the Department of State on

DEC 09 2002

C. Michael Stewart

Secretary of the Commonwealth

JK

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

Premium Beverage Packers, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
1090 Spring Street	Wyomissing,	PA	19610	Berks

(b) Name of Commercial Registered Office Provider	County
c/o	

3. The statute by or under which it was incorporated:

15 Pa. C.S. Section 1306

4. The date of its incorporation: August 24, 1995

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____

Date Hour

PA DEPT. OF STATE

2002102-1434

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

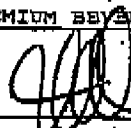
The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

2nd day of December

2002

PREMIUM BEVERAGE PACKERS INC.
Name of Corporation


Signature

Sup + Secretary
Title

~~200210 2-1435~~

EXHIBIT A
TO
ARTICLES OF AMENDMENT
OF
PREMIUM BEVERAGES PACKERS, INC.

Article 1 of the Company's Articles of Incorporation, as supplemented pursuant to the Plan of Merger attached to the Articles of Merger, is hereby amended and restated to read in its entirety as follows:

"The name of the corporation is Cott Beverages Wyomissing Inc."