

09-04-2001



ET

Attorney Docket No.: 46411-0000

101832120

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

1. Name of conveying party(ies):

UDV North America, Inc.
a Connecticut Corporation

8-29-01

2. Name and address of receiving party(ies):

Guinness UDV North America, Inc.
Six Landmark Square
Stamford, Connecticut 06901-2704

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: February 15, 2001

Effective Date: March 1, 2001

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

See attached Schedule

B. Trademark Registration No.(s):

AUG 29 2001

See attached Schedule

5. Name and address of party to whom correspondence document should be mailed:

Maria D. Castner, Esq.
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7816

Facsimile: 202-467-7176

E-Mail: mcastner@morganlewis.com

6. Total number of applications and registrations involved: 125

7. Total fee (37 CFR 3.41) Cal. $1 \times \$40.00 = \40.00
 $124 \times \$25.00 = \$3,100.00$
 Total \$ 3,140.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

DO NOT USE THIS SPACE

9. 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.

Maria D. Castner

Name of Person Signing

Maria D. Castner

Signature

8/29/01

Date

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

08/31/2001 LHMELLER 00000168 2366489

01 FC:481
02 FC:482

40.00 CP
3100.00 CP

Trademarks to be Recorded
Change of Name from UDV North America, Inc.
To
GUDV North America, Inc.

Registration No.	Serial No. / Applicant No.	Mark
	76/029025	ALL VODKA. ALL SPORTS. NO PRETENSE.
2366489		ALL VODKA. NO PRETENSE.
1856899		AMERICAN ORCHARD
502894		BEAUCLAIR
1171544		BEAUFORT
1159373		BEAULIEU
502895		BEAUMONT
406473		BEAUROSE (Stylized)
1199012		BEAU TOUR
1199013		BEAUVELOURS
2319690		BEAUZEAUX
1773127		BISTRO
2074482		BLACK HAUS
1561265		BLOSSOM HILL
1071205		BOGGS
1273811		BOGGS
1967271		BRANDIOSO
936210		BRASS MONKEY
2113606		BRETON'S HAND & SEAL
1178407		BV & Design
1675265		BV & Design
1674450		BV & Design
2209222		BV & Design
847433		BV (Stylized)
2221848		BV (Word)
2409799		BV BEAULIEU VINEYARD COASTAL - Label
1586025		CENSORED ON THE BEACH
1174471		CHATEAU BEAULIEU (Stylized)
1220255		CITRONET
	76/154255	CLONE 4
2363535		CLONE 6 (Label)
2182530		CLONE 6 (Word)
2066403		CMUPHOBCKAR BOGKA No. 21 (Cyrillic)
2235029		COFFEE TO GO-GO!
	76/092087	DAGLAN PRESS
2062046		ENSEMBLE
1932292		EXTREME SMIRNOFF
1693460		EXTREMELY CHERRY
	75/566372	FROSTINI
847977		GEORGES DE I.A TOUR PRIVATE RESERVE

Registration No.	Serial No. / Application No.	Mark
1777387		GOLDSCHLAGER
2187251		GOLDSCHLAGER Bottle Configuration
2317156		GOOD TASTE IS WITHIN YOUR REACH
1700010		H.D. BRADBURNS (Stylized)
	75/940678	HARD COLA
823733		HEUBLEIN
632942		HEUBLEIN (Stylized)
1786958		HEUBLEIN PREMIUM CLASSICS
381732		HEUBLEIN'S SINCE 1875 & Design
1076596		JEREMIAH WEED
2153357		JIN JIN
2143213		LE MORITZ SHAKZ (Stylized)
1984754		LILLEHAMMER
1458869		M.G. VALLEJO
1956055		MAD JACK
2444374		MGV
096292		MILSHIRE (Stylized)
1050904		MILSHIRE GFH Emblem Design
2124966		MULE
2279678		ORANGE CRAZE
2448386		PAINTED HILLS
623237		PIERRE SMIRNOFF (Stylized)
330899		PIERRE SMIRNOFF CROWN – Device
1907921		PIRANHA
725706		POPOV
1672008		POPOV
	76/099833	PRO-POUR
	76/100035	PRO-POUR
2084264		PUCCINO
2222315		PUCCINO Bottle Configuration
	75/300331	QUENCIA
1657576		RELSKA
609694		RELSKA – Label
570329		RELSKA – Stylized
608508		RELSKY
1441402		REUNION
1221976		RUMPLE MINZE
1662121		RUTHERFORD ESTATE CELLARS
2101942		SHAKZ
2423482		SIFA
1887385		SMIRNOFF
2331088		SMIRNOFF
2351262		SMIRNOFF
2331119		SMIRNOFF
2320535		SMIRNOFF
2389125		SMIRNOFF

Registration No.	Serial No. / Application No.	Mark
	76/120781	SMIRNOFF
	78/028755	SMIRNOFF
	76/069259	SMIRNOFF – Word and Device
513428		SMIRNOFF (Stylized)
2286293		SMIRNOFF 2000
2187153		SMIRNOFF CITRUS TWIST
	76/189912	SMIRNOFF CITRUS TWIST
2026431		SMIRNOFF CITRUS TWIST Bottle Design
328594		SMIRNOFF Crown & Curtain Device
1199801		SMIRNOFF DE CZAR
1229051		SMIRNOFF DE CZAR Bottle Design
2047345		SMIRNOFF Eyebrow
	76/120782	SMIRNOFF Eyebrow
2045650		SMIRNOFF Eyebrow (in Color)
2369761		SMIRNOFF GET REAL INDEX
	76/064361	SMIRNOFF ICE
	76/069257	SMIRNOFF ICE – Label
862846		SMIRNOFF LEAVES YOU BREATHLESS
	76/113222	SMIRNOFF MUSIC CENTER
2198443		SMIRNOFF NUTCRACKER Bottle
	76/011385	SMIRNOFF ORANGE TWIST
2101622		SMIRNOFF PURE THRILL HOTEL
	76/011381	SMIRNOFF RASPBERRY TWIST
907665		SMIRNOFF SILVER
	76/011383	SMIRNOFF VANILLA TWIST
2159283		SMIRNOV (in Cyrillic)
1946298		SNAKEBITE
2160811		SOLARIS
1253139		STE PIERRE SMIRNOFF FLS
1209956		STEEL
1453449		THE CLUB
2097880		THE SCHLAGER ZONE
	76/150281	THE VODKA OF VODKAS
	76/037243	TRIPLE ASTERISK – Device
1530394		TRUFFLES
786906		VINYA
1993711		XXX ON THE BEACH
1034987		YUKON JACK
2169427		ZUMBIDO

**CERTIFICATE AMENDING
THE
CERTIFICATE OF INCORPORATION
OF
UDV NORTH AMERICA, INC.**

The undersigned officer of UDV North America, Inc. a Connecticut corporation (the "Corporation"), hereby certifies that:

- (1) The name of the Corporation is UDV North America, Inc.
- (2) The Certificate of Incorporation of the Corporation is hereby amended in accordance with the following resolution:

RESOLVED, That effective March 1, 2001, the Article First of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

- (3) The resolution set forth above was approved by the sole shareholder of the Corporation pursuant to Section 33-698 of the Connecticut General Statutes on February 15, 2001. No shares are required to be voted as a class. The total number of shares entitled to vote on the amendment was as follows:

Total Number of Shares Voted: 1,000 Vote Favoring Adoption: 1,000

- (4) The Board of Directors further approved the amendment to the Certificate of Incorporation pursuant to Section 33-749 of the Connecticut General Statutes on February 15, 2001 by passing the following resolution:

RESOLVED, That effective March 1, 2001, the Article First of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

- (5) Pursuant to the resolutions of amendment, this Certificate of Amendment shall become effective at 12:00 a.m. on March 1, 2001.

- (6) Dated this 15th Day of February 2001.

UDV NORTH AMERICA, INC.

By: *Mary J. Kramer*
Mary J. Kramer, Asst. Secretary