

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest reported)      February 17, 2000

Urban Juice & Soda Company Ltd.  
(Exact name of registrant as specified in its chapter)

Wyoming  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

91-1696175  
(IRS Employer  
Identification No.)

1356 Frances Street  
Vancouver, B.C. V5L 1Y9 Canada  
(Address of principal executive offices)

Registrant's telephone number, including area code (604) 654-6050

## INFORMATION TO BE INCLUDED IN THE REPORT

### **Item 1. Changes in Control of Registrant.**

N.A.

### **Item 2. Acquisition or Disposition of Assets.**

N.A.

### **Item 3. Bankruptcy or Receivership.**

N.A.

### **Item 4. Changes in Registrant's Certifying Accountant.**

N.A.

### **Item 5. Other Events.**

Urban Juice & Soda Company Ltd. was continued from the Province of British Columbia into the State of Wyoming on December 31, 1999. As a result of the continuation, we ceased to be a British Columbia company governed by the provisions of the British Columbia Business Corporation Act. Instead, we continued our legal existence in Wyoming as if we had been originally incorporated under the Wyoming Business Corporation Act. Each of our outstanding common shares was converted from a common share of the B.C. company into a common share of the Wyoming company.

To effect the continuation, we filed a registration statement on Form S-4, as amend (the "Registration Statement") (File No. 333-75913), with the Securities and Exchange Commission, which Registration Statement became effective on November 12, 1999. An extraordinary general meeting of the shareholders was held on December 17, 1999, approving the continuation.

We filed the articles of continuance (the Articles of Continuance") with the Secretary of State of the State of Wyoming on December 30, 1999 and amended it on January 20, 2000. The Articles of Continuance became effective as of December 31, 1999.

### **Item 6. Resignations of Registrant's Directors.**

N.A.

### **Item 7. Financial Statements and Exhibits.**

N.A.

**Item 8. Change in Fiscal Year.**

N.A.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

February 17, 2000

Urban Juice & Soda Company Ltd.

By: /s/ Jennifer Cue  
Jennifer Cue