

07-31-1998



100781691

CERTIFICATE OF EXPRESS MAIL UNDER 37 CF

"Express Mail" mailing label number: TB836619586US

Date of Deposit: July 26 1998

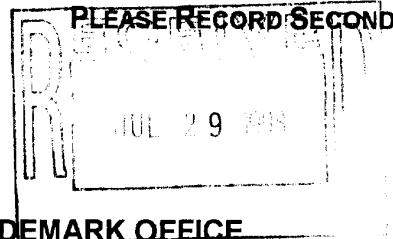
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Darcy A. Joshlin

(Typed or printed name of person mailing paper or fee)

*Darcy A. Joshlin*  
(Signature of person mailing paper or fee)

Document 2 of 3



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**Name Change & Merger Agreement Cover Sheet**

TO: The Commissioner of Patents  
and Trademarks  
Washington, D.C. 20231  
ATTN: Assignment Branch

Please find enclosed for recording a copy of the Name Change & Merger Agreement identified as follows:

1. **Conveying Party:** Chemical Banking Corporation having an address of 270 Park Avenue, New York, New York 10017.
2. **Receiving Party:** The Chase Manhattan Corporation having an address of 270 Park Avenue, New York 10017.
3. The Name Change & Merger Agreement conveys all rights, title and interest in and to the marks and registrations therefor, identified therein and herein.
4. The Name Change & Merger Agreement should be recorded against the following trademark application:

Trademark

HORIZON

U.S. Registration No.

1, 362, 420

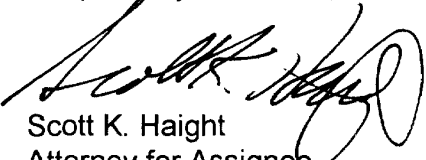
M SKH 400794.1  
100000-B5773 07/27/98

TRADEMARK  
REEL: 1761 FRAME: 0411

00000106 1362420  
JUL 30 1998 TTOM11  
40.00 DP  
01 FC:481

5. Correspondence concerning this request should be sent to: Scott K. Haight, Baker, Donelson, Bearman & Caldwell, 20th Floor, First Tennessee Building, Memphis, Tennessee 38103
6. This request concerns one (1) trademark application, and a total fee of \$40.00 is submitted herewith. The Commissioner is hereby authorized to charge any additional payment, or credit any refund that may be due to Deposit Account No. 08-1629.
7. The Conveyor is domiciled in the United States.
8. The enclosed Name Change & Merger Agreement is dated March 29, 1996.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is True and Correct and any copy submitted is a true copy of the original document.

Respectfully submitted,



Scott K. Haight  
Attorney for Assignee

Date: July 27, 1998

Office of the Secretary of State

---

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:

"THE CHASE MANHATTAN CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CHEMICAL BANKING CORPORATION" UNDER THE NAME OF "THE CHASE MANHATTAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1996, AT 10:10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION

9218822

DATE

TRADEMARK 07-27-98

REEL: 1761 FRAME: 0413

0691011 8100M

981291379

CERTIFICATE OF MERGER  
OF  
THE CHASE MANHATTAN CORPORATION  
INTO  
CHEMICAL BANKING CORPORATION  
UNDER SECTION 251 OF THE  
GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Chemical Banking Corporation, a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of The Chase Manhattan Corporation, a Delaware Corporation ("Chase"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
Chemical Banking Corporation	Delaware
The Chase Manhattan Corporation	Delaware

SECOND: The Agreement and Plan of Merger, dated as of August 27, 1995 (the "Merger Agreement"), between the Corporation and Chase, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation in the Merger is Chemical Banking Corporation, which as of the effective time of the Merger will change its name to The Chase Manhattan Corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, as amended as follows:

1. Article FIRST is hereby amended to read in its entirety as follows:

"FIRST. The name of the corporation is  
THE CHASE MANHATTAN CORPORATION"

2. The voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock of the Corporation, as set forth in the Appendices to the Certificate of Incorporation, are hereby amended by deleting each reference therein to "CHEMICAL BANKING CORPORATION" and inserting in lieu thereof a reference to "THE CHASE MANHATTAN CORPORATION" and by deleting each reference therein to "Chemical Banking Corporation" and inserting in lieu thereof a reference to "The Chase Manhattan Corporation".

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 270 Park Avenue, New York, New York 10017.

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

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. on March 31, 1996.

IN WITNESS WHEREOF, this Certificate of Merger has been  
executed on the 29th day of March, 1996.

CHEMICAL BANKING CORPORATION

By: Walter V. Shipley  
Walter V. Shipley  
Chairman of the Board

[Corporate Seal]

Attest:

John B. Wynne  
John B. Wynne  
Secretary