



11-19-1998

U.S. Patent & TMO/c:TM Mail Rcpt Dt. #26

TUCKER, FLYER & LEWIS
1615 L Street, N.W.
Washington, D.C. 20036
(202) 452-8600

12-07-1998



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<p>1. NAME OF CONVEYING PARTY:</p> <p>TRAVELERS GROUP INC. A Delaware corporation</p> <p style="text-align: right; font-size: 2em;">11.19.98</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>CITIGROUP INC. a Delaware corporation 399 Park Avenue New York, New York 10043</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: October 8, 1998 3B. EFFECTIVE DATE: October 8, 1998</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: ___ No: <u>X</u></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p> <p>Henry W. Leeds, Esq. Tucker, Flyer & Lewis Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>Reg. No. 1,732,976 – Eagle Design</p> <p>Additional numbers attached? NO</p>
<p>6. TOTAL NUMBER OF TITLES: ¹</p> <p>7. TOTAL FEE: \$40.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 29770 304 12/04/1998 INQUIRY 00000134 1732976</p>	<p>9. The undersigned declares to the best of his 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 style="text-align: center;"><i>Henry W. Leeds</i> Henry W. Leeds Date: November 16, 1998</p> <p>Page 1 of 3</p>

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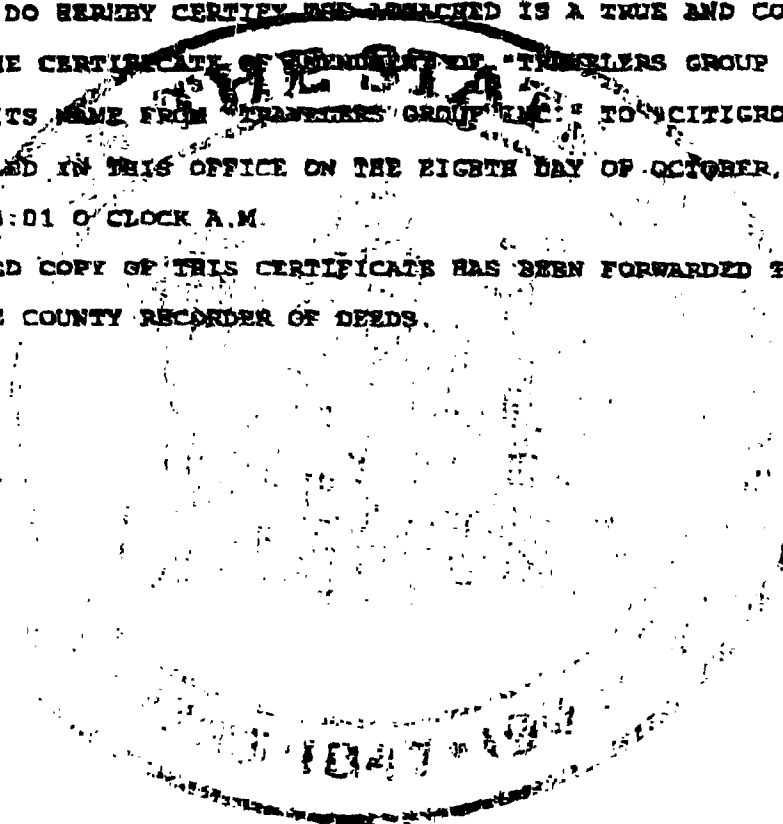
I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 16th day of November 1998.

Audrea K. Engel

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY AND ADOPTED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF REFORMATION OF "TRAVELERS GROUP INC.", CHANGING ITS NAME FROM "TRAVELERS GROUP INC." TO "CITIGROUP INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 8:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
TRAVELERS GROUP INC.**

PURSUANT TO SECTION 242 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE:

TRAVELERS GROUP INC., a Delaware corporation (the
"Corporation") does hereby certify as follows:

FIRST: Article **FIRST** of the Restated Certificate of Incorporation
of the Corporation is hereby amended to read in its entirety as set forth below:

FIRST: The name of the Corporation is: Citigroup Inc.

SECOND: The first sentence of paragraph A, Article **FOURTH** of the
Restated Certificate of Incorporation of the Corporation is hereby amended to read in its
entirety as follows:

The total number of shares of Common Stock which the
Corporation shall have the authority to issue is six billion shares of
Common Stock having a par value of one cent (\$.01) per share.

THIRD: The foregoing amendment has been duly adopted in
accordance with the provisions of Section 242 of the General Corporation Law of the
State of Delaware.

IN WITNESS WHEREOF, Travelers Group Inc. has caused this
certificate to be executed in its corporate name this 8th day of October 1998.

TRAVELERS GROUP INC.

By: Charles O. Prince, III
Charles O. Prince, III
Executive Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:01 AM 10/20/1998
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RECORDED: 11/19/1998

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