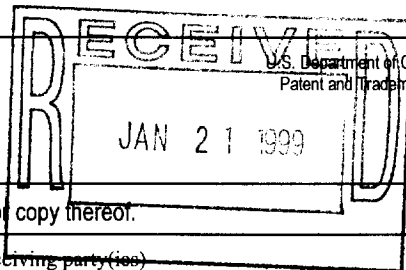


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



1-21-99

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

1. Name of conveying party(ies):

Oppenheimer & Co., Inc.

Individual(s) Association
General Partnership Limited Partnership

Corporation-State of Delaware

Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: **CIBC Oppenheimer Corp.**

Address: **425 Lexington Avenue
New York, New York 10017**

3. Nature of conveyance:

Assignment **Merger and Name Change of Merged Corporation**

Security Agreement Other

Execution Date: **November 3, 1997**

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State of Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.:

75/335559

B. Trademark Registration Nos.:

1750380, 1986682, 2145809

Additional numbers attached? Yes No

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

**Lynn S. Fruchter, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799**

6. Total number of applications and registrations involved:

four (4)

7. Total fee (37 CFR 3.41)..... **\$115**

Enclosed

Note: Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

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.

Lynn S. Fruchter
Name of Person Signing

Lynn S. Fruchter
Signature

1/19/99
Date

Total number of pages including cover sheet, attachments, and document: **Four (4)**

40.00
75.00

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Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm.335, Washington, D.C. 20231

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 11/03/1997
971372035 - 0722726

CERTIFICATE OF MERGER
OF
CIBC WOOD GUNDY SECURITIES CORP.
AND
OPPENHEIMER HOLDINGS, INC.
WITH AND INTO
OPPENHEIMER & CO., INC.

UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Oppenheimer & Co., Inc., a Delaware corporation ("OpCo"), hereby certifies to the following information relating to the merger of CIBC Wood Gundy Securities Corp., a New York corporation ("CIBC Wood Gundy") and Oppenheimer Holdings, Inc., a Delaware Corporation ("Holdings"), with and into OpCo, the surviving corporation, which will be renamed "CIBC Oppenheimer Corp." (the "Merger").

1. The names and states of incorporation of OpCo, Holdings and CIBC Wood Gundy, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Oppenheimer Holdings, Inc.	Delaware
Oppenheimer & Co., Inc.	Delaware
CIBC Wood Gundy Securities Corp.	New York

2. The Tri-Party Merger Agreement (the "Merger Agreement"), dated as of November 3, 1997, by and among CIBC Wood Gundy, Holdings and OpCo, 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 252 of the General Corporation Law of the State of Delaware or the provisions of Section 907 of the Business Corporation Law of the State of New York, as the case may be.

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3. The name of the surviving corporation with respect to the Merger is Oppenheimer & Co., Inc., which shall be renamed "CIBC Oppenheimer Corp." (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of OpCo shall be the Certificate of Incorporation of the Surviving Corporation, except that ARTICLE FIRST therein shall be amended as follows:

"FIRST: The name of the Corporation is CIBC Oppenheimer Corp."

5. Pursuant to the Merger Agreement, the By-laws of OpCo shall be the By-laws of the Surviving Corporation and the directors and officers of the Surviving Corporation shall be the directors and officers set forth on Exhibit B to the Merger Agreement, until further modified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation and applicable law.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 425 Lexington Avenue, New York, New York 10017, and a copy of the Merger Agreement will be furnished by the Surviving Corporation without cost, upon the request of any stockholder of the Constituent Corporations.

7. The authorized capital stock of CIBC Wood Gundy is 5,000,000 shares of common stock par value \$.25 per share, of which 4,522,215 shares are issued and outstanding.

8. The effective date of the Merger shall be 11:59 p.m. on November 3, 1997, and in any event, after the consummation of the acquisition contemplated by the Stock Acquisition Agreement dated July 22, 1997, by and among CIBC Wood Gundy, Oppenheimer Equities, Inc. and Oppenheimer Group, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of on this 3rd day of November, 1997.

OPPENHEIMER & CO., INC.

By JWA
Name: Roger W. Einiger
Title: Exec. Vice Pres.

Attest: [Signature]
By _____
Name: Robert I Kleinberg
Title: Secretary

OPPENHEIMER HOLDINGS, INC.

By JWA
Name: Roger W. Einiger
Title: Exce. Vice Pres.

Attest: [Signature]
By _____
Name: Robert I Kleinberg
Title: Secretary

CIBC WOOD GUNDY SECURITIES CORP.

By Michael S. Rulle
Name: Michael S. Rulle
Title: Chairman & CEO

Attest:
By Henry Flowers
Name: Henry Flowers
Title: Secretary

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