

BUCK CONSULTANTS TRADEMARK LIST

| <u>U.S. REG. NO.</u> | <u>MARK</u> | <u>REG. DATE</u> |
|--------------------------|--|----------------------|
| 1,141,439 | BUCK CONSULTANTS and Design | 11/11/80 |
| 1,713,577 | FOR YOUR INFORMATION INTERNATIONAL and Design | 9/8/92 |
| 1,720,210 | FOR YOUR BENEFIT | 9/29/92 |
| 1,928,297 | FOR YOUR INFORMATION | 10/17/95 |
| 1,843,866 | INVESTRAC and Design | 7/5/94 |
| 1,870,409 | WORLDBASE | 12/27/94 |
| 1,889,441 | 401(K) CONNECTIONS | 4/11/95 |

| <u>U.S. APPLICATION SERIAL NO.</u> | <u>MARK</u> | <u>FILING DATE</u> |
|--|-------------|------------------------|
| 75/028,274 | TELETALK | 12/6/95 |
| 75/019,201 | VALUE INDEX | 10/15/95 |

*State of Delaware**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:

"BUCK CONSULTANTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BUCK ACQUISITION CORP." UNDER THE NAME OF
"BUCK CONSULTANTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1997, AT 10:30
O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2726054 8100M

971233215

AUTHENTICATION: 8557324

DATE: 07-15-97

TRADEMARK
REEL: 1852 FRAME: 0596

**CERTIFICATE OF MERGER
MERCING
BUCK CONSULTANTS, INC.
INTO
BUCK ACQUISITION CORP.**

BUCK ACQUISITION CORP., organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|---|-------------------------------|
| Buck Consultants, Inc. (" <u>Buck</u> ") | Delaware |
| Buck Acquisition Corp. (" <u>Merger Subsidiary</u> ") | Delaware |

SECOND: In contemplation of a merger between Buck and the Merger Subsidiary, a wholly-owned subsidiary of Mellon Bank Corporation ("MBC"), an Agreement and Plan of Merger by and among Buck, Merger Subsidiary and MBC has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware. Such merger shall become effective at 10:30 am (ET) on the 1st day of July, 1997 (the "Effective Time").

THIRD: Merger Subsidiary shall be the surviving corporation.

FOURTH: The certificate of incorporation of Merger Subsidiary, as in effect immediately prior to the Effective Time, shall be amended to read in its entirety as set forth on Exhibit A attached hereto.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Merger Subsidiary, as the surviving corporation, the address of which is Two Pennsylvania Plaza, New York, NY 10121.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Merger Subsidiary, as the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, Buck Acquisition Corp. has caused this Certificate of Merger to be duly executed in accordance with Section 103 of the General Corporation Law of the State of Delaware on this 1st day of July, 1997.

BUCK ACQUISITION CORP.

By: James M. Gockley
Printed Name: James M. Gockley
Title: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 07/01/1997
971217781 - 2726054

**CERTIFICATE OF INCORPORATION
OF
BUCK ACQUISITION CORP.**

The Certificate of Incorporation of Buck Acquisition Corp., a corporation organized under and pursuant to the provisions of the General Corporation Law of the State of Delaware, is hereby amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Buck Consultants, Inc.

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, no par value.

ARTICLE V

Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE VI

The incorporator of the Corporation was Carol A. Sotus, whose mailing address is 435 Sixth Avenue, Pittsburgh, Pennsylvania 15219.

ARTICLE VII

Personal Liability of Directors

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

ARTICLE VIII**Indemnification of, and Advancement of Expenses to, Directors, Officers and Others**

1. **Right to Indemnification.** Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Paragraph) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Paragraph. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or a subsidiary of the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" includes each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Article; "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnitee Action if (i) the Indemnitee Action is instituted under Paragraph 3 of this Article and the indemnitee is successful in whole or in part in such Indemnitee Action, (ii) the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

2. **Right to Advancement of Expenses.** Every Indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnitee Action under Paragraph 3 of this Article paid in advance by the Corporation prior to final disposition of the Action or Indemnitee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

3. **Right of Indemnitee to Bring Action.** If a written claim for indemnification under Paragraph 1 of this Article or for advancement of expenses under Paragraph 2 of this Article is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnitee Action. The only defense to an Indemnitee Action to recover on a claim for indemnification under Paragraph 1 of this Article shall be that the conduct of the indemnitee was such that under Delaware law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnitee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitee Action to recover on a claim for advancement of

expenses under Paragraph 2 of this Article shall be failure by the indemnitee to provide the undertaking required by Paragraph 2 of this Article.

4. **Funding and Insurance.** The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article.

5. **Non-Exclusivity; Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Laws of the Corporation, vote of stockholders or disinterested directors or otherwise, (i) be deemed to create contractual rights in favor of each indemnitee who serves at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (ii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Article and inure to the benefit of the heirs and legal representatives of each indemnitee and (iv) be applicable to Actions commenced after this Article becomes effective, whether arising from acts or omissions occurring before or after this Article becomes effective. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.

6. **Partial Indemnity.** If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or indemnitee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

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