

TRADEMARK



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

1. Name of conveying party(ies): Salomon Smith Barney Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: Salomon Smith Barney Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 388 Greenwich Street  
City: New York State: NY ZIP: 10013

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New York  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: October 15, 1998

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

A. Trademark Application No.(s)  
75/231889

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

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

Name: Howard B. Barnaby  
Internal Address: Robin, Blecker & Daley  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 330 Madison Avenue  
\_\_\_\_\_  
City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

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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.

Howard B. Barnaby                      February 22, 1999  
Name of Person Signing                      Signature                      Date

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CT-07

Certificate of Merger  
of  
Salomon Smith Barney Inc.  
and  
Pendex Real Estate Corp.

CT-07

under section 904 of the Business Corporation Law

The undersigned corporations, as the constituent corporations in a merger (the *Merger*) pursuant to section 904 of the Business Corporation Law (the *BCL*), certify that:

~~1 The constituent corporations are Salomon Smith Barney Inc., a Delaware corporation (*Salomon Smith Barney*), and Pendex Real Estate Corp., a New York corporation (Pendex).~~

Pendex is the surviving corporation.

Salomon Smith Barney was incorporated January 7, 1960 in Delaware under the name Smith, Barney & Co. Incorporated. Its application for authority to do business in New York was filed by the department of state on January 21, 1960.

The certificate of incorporation of Pendex was filed with the department of state on February 23, 1977.

2 The outstanding shares of capital stock of Salomon Smith Barney consists of (i) 1,000 shares of common stock, \$10,000 par value, all of which are entitled to vote, and (ii) 10 shares of series A cumulative preferred stock, \$10,000 par value, none of which are entitled to vote.

The outstanding shares of capital stock of Pendex consists of 10 shares of common stock, without par value, all of which are entitled to vote.

3 Article First of the certificate of incorporation of the surviving corporation shall be amended to read in its entirety as follows:

**First: Name**


The name of the corporation is Salomon Smith Barney Inc.


- 4 The effective date of the Merger shall be October 15, 1998.
- 5 The Merger was authorized with respect to the domestic constituent corporation, Pendex, by the adoption of a plan of merger meeting the requirements of section 902 of the BCL by
  - (i) the board of directors of Pendex pursuant to section 902 of the BCL and, after having been first duly executed on behalf of Pendex and Salomon Smith Barney, and
  - (ii) the written consent of the holders of all shares of Pendex entitled to vote thereon pursuant to sections 903 and 615 of the BCL.

The Merger is permitted by the laws of Delaware, the jurisdiction of Salomon Smith Barney, the constituent foreign corporation, and is in compliance therewith.

This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By:   
Charles W. Scharf  
Chief Financial Officer

By:   
Howard Darmstadter  
Assistant Secretary

Pendex Real Estate Corp.

By: \_\_\_\_\_  
Denise Strain  
President

By: \_\_\_\_\_  
Jeffrey Serether  
Vice President and Secretary

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This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: \_\_\_\_\_  
Charles W. Scharf  
Chief Financial Officer

By: \_\_\_\_\_  
Howard Darmstadter  
Assistant Secretary

Pendex Real Estate Corp.

By: Denise Strain  
Denise Strain  
President

By: Jeffrey Scerther  
Jeffrey Scerther  
Vice President and Secretary

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CERTIFICATE OF MERGER  
OF  
SALOMON SMITH BARNEY INC.  
INTO  
PENDEX REAL ESTATE CORP.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

*bcc*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 15 1998  
TAX \$ 0  
BY: JW  
NASSAU

*acc*

BILLED

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SKADDEN ARPS SLATE MEAGHER & FLOM  
ONE RODNEY SQUARE  
WILMINGTON, DE 19899

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TRADEMARK  
REEL: 1861 FRAME: 0723

# SALOMON SMITH BARNEY INC.

*Assistant Secretary's Certificate*

*February 5, 1999*

I, Joseph R. Coleman, an assistant secretary of Salomon Smith Barney Inc. (the *Company*), a New York corporation, hereby certify that:

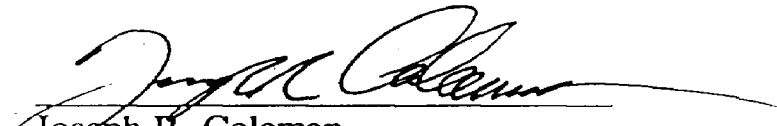
1. On September 1, 1998 Salomon Brothers Inc, a corporation of the State of Delaware, merged with and into Smith Barney Inc., a corporation of the State of Delaware. Immediately thereafter, Smith Barney Inc. changed its name to Salomon Smith Barney Inc.

Attached hereto is a true and correct copy of the Agreement and Plan of Merger which was filed with the Delaware Secretary of State; and

2. On October 15, 1998 Salomon Smith Barney Inc., a corporation of the State of Delaware, merged with and into Pendex Real Estate Corp., a corporation of the State of New York. Immediately thereafter Pendex Real Estate Corp. changed its name to Salomon Smith Barney Inc.

Attached hereto is a true and correct copy of the Certificate of Merger which was filed with the New York Department of State.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and the corporate seal of the corporation this 5<sup>th</sup> day of February, 1999.

  
Joseph R. Coleman  
Assistant Secretary