

04-02-1999

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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): OPR/FINANCE

Salomon Smith Barney Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 15, 1998

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

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

A. Trademark Application No.(s)

74/492349
75/114327

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Howard B. Barnaby

Internal Address: Robin, Blecker & Daley

4/01/1999 JSHABAZZ 00000131 74492349

1 FC:481 40.00 OP
2 FC:482 25.00 OP

Street Address: 330 Madison Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Howard B. Barnaby

Name of Person Signing

Howard B. Barnaby

Signature

March 16, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

REEL: 1876 FRAME: 0710

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CT-07

CT-07

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

By: Jeffrey Serether
Jeffrey Serether
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

6CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1998

TAX \$ 0
BY: JW

NASSAU

RSC

BILLED

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

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TRADEMARK

REEL: 1876 FRAME: 0714

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.

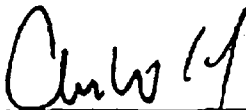
Attached hereto is a true and correct copy of the Certificate of Merger which was filed with the New York Department of State.

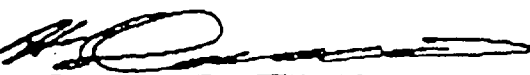
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the corporate seal of the corporation this 5th day of February, 1999.


Joseph R. Coleman
Assistant Secretary

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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