

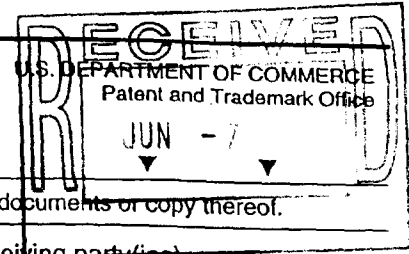
FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings

06-09-1999



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ER SHEET ONLY



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

1. Name of conveying party(ies): Smith Barney Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] 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 [x] Corporation-State Delaware [] 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 [x] No

3. Nature of conveyance: 6-7-99 [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: August 31, 1998

4. Application number(s) or patent number(s): A. Trademark Application No.(s) 75/136241 Additional numbers attached? [] Yes [x] 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 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

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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 Name of Person Signing

Signature

June 4, 1999 Date

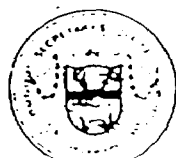
Total number of pages including cover sheet, attachments, and document: 3

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:
"SALOMON BROTHERS INC", A DELAWARE CORPORATION,
WITH AND INTO "SMITH BARNEY INC." UNDER THE NAME OF "SALOMON SMITH BARNEY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 6:33 O'CLOCK P.M.

0546629 8100M



Edward J. Freel

Edward J. Freel, Secretary of State

TRADEMARK
REEL: 001908 FRAME: 0549

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:

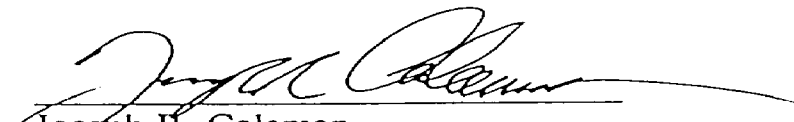
1. On September 1, 1998 Salomon Brothers Inc, a corporation of the State of Delaware, merged with and into Smith Barney Inc., a corporation of the State of Delaware. Immediately thereafter, Smith Barney Inc. changed its name to Salomon Smith Barney Inc.

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