

08-19-1999

01-06-1999¹⁴Records of
MIC 5-6-99

hct

rec
file

ONLY

100935888

To the Honorable Commissioner of Patents

101101991

original document or copy thereof

1. Name of conveying party(ies)
Cantor Fitzgerald Securities Corp.

1998 DEC 28 AM 9:36

OPR/FINANCE

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

Additional name(s) of conveying Party(ies) attached?

Yes _____ No ☒

3. Nature of conveyance:

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

Execution Date: 9-25-92

Name and address of receiving party(ies):

Name: Cantor Fitzgerald Incorporated
 Internal Address: Cantor Fitzgerald Incorporated
 Street Address: One World Trade Center, Ste. 104
 City: New York State: NY Zip: 10048

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
☒ Corporation - State: Nevada
 Other _____

If assignee is not domiciled in the United States, a domestic
 representative designation is attached: Yes _____ No _____
 (Designation 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.(s):

B. Trademark Registration No.(s): 1, 761, 663Additional numbers attached? Yes _____ No ☒

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

Name: Anna C. Silva, Esq.
 Internal Address: Gibson, Dunn & Crutcher
Telesis Tower, 31st Floor
 Street Address: One Montgomery Street
 City San Francisco State CA Zip 94104

6. Total number of applications and registrations involved

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

Enclosed _____
☒ Authorized to be charged to deposit account

8. Deposit account number: 50-0440
 (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.

Anna C. Silva

Name of Person Signing

Signature

Total number of pages including cover sheet, attachments and document: 10

4/30/99

OMB No. 0651-0011

Do not detach this portion

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

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FA983520.177/2+

TRADEMARK

REEL: 001916 FRAME: 0285

Execution Copy**IDE1****CERTIFICATE OF OWNERSHIP AND MERGER****Merging****CANTOR FITZGERALD SECURITIES CORP.,****A Delaware Corporation****Into****CANTOR FITZGERALD INCORPORATED,****A Nevada Corporation****Pursuant to Section 253 of the
General Corporation Law of Delaware****Howard W. Lutnick and Harry Needleman certify****that:**

1. They are the duly elected and acting Executive Vice President and Secretary, respectively, of Cantor Fitzgerald Incorporated, a Nevada corporation (herein called "CFI").

2. CFI owns all the issued and outstanding shares of stock of Cantor Fitzgerald Securities Corp., a Delaware corporation ("Securities Corp.").

3. The Board of Directors of CFI has duly adopted the following resolutions as of September 25, 1992:

WHEREAS, Cantor Fitzgerald Incorporated ("CFI") owns all the issued and outstanding shares of stock of Cantor Fitzgerald Securities Corp., a Delaware corporation ("Securities Corp."); and

WHEREAS, CFI desires to merge (the "Merger") Securities Corp. with and into itself, to be possessed of all the estate, property, rights, privileges and franchises of Securities Corp. and to assume all its liabilities and obligations, including, without limitation, all tax liabilities and all liabilities and obligations to its

customers, with CFI being the surviving corporation in the Merger;

NOW, THEREFORE, BE IT RESOLVED, that CFI merge Securities Corp. into itself and that, pursuant to the Merger, CFI take possession of all the estate, property, rights, privileges and franchises of Securities Corp. and assume all its liabilities and obligations, including, without limitation, tax liabilities and all liabilities and obligations to its customers; and

RESOLVED FURTHER, that the proper officers of CFI be, and each of them hereby is, authorized and directed to execute a Certificate of Ownership and Merger, Articles of Merger and other documents, including any documents necessary to assume the tax liability of Securities Corp. and to do all acts and things whatsoever, either within or without the State of Delaware, including filing or causing to be filed the Certificate of Ownership and Merger and the Articles of Merger and such assumption of tax liability documents with the Secretary of State of Delaware or Nevada or the appropriate state agencies, as the case may be, which may in any way be necessary or proper in order to effect the Merger.

4. CFI hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Securities Corp., as well as for enforcement of any obligation of CFI, including, without limitation, any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of DEL.CODE ANN. tit. 8 § 262. CFI hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Delaware to the following address:

Cantor Fitzgerald Incorporated
One World Trade Center
New York, New York 10048
Attention: Secretary

IN WITNESS WHEREOF, the undersigned have executed
this Certificate of Ownership and Merger as of this 25
day of September, 1992.

CANTOR FITZGERALD INCORPORATED,
a Nevada Corporation,

By: 

Name: Howard W. Lutnick
Title: Executive Vice
President

By: 

Name: Harry Needleman
Title: Secretary

NA921910.117

Execution Copy

[NV]

**ARTICLES OF MERGER
OF
CANTOR FITZGERALD SECURITIES CORP.
(a Delaware corporation)
INTO
CANTOR FITZGERALD INCORPORATED
(a Nevada corporation)**

It is hereby certified that:

1. Cantor Fitzgerald Incorporated (hereinafter called "CFI") is a corporation of the State of Nevada.
2. CFI, as the owner of all of the outstanding shares of the stock of Cantor Fitzgerald Securities Corp., hereby merges into itself Cantor Fitzgerald Securities Corp. ("Securities Corp."), which is a corporation of the State of Delaware, the laws of which permit such a merger.
3. The following is a copy of the resolutions adopted on September __, 1992, by the Boards of Directors of CFI and Securities Corp. to merge Securities Corp. into CFI:

RESOLVED, that Cantor Fitzgerald Securities Corp. ("Securities Corp.") be merged into Cantor Fitzgerald Incorporated ("CFI"), and that all of the rights, privileges, powers and franchises and all of the property, real, personal, and mixed, of Securities Corp. be vested in and held, possessed, and enjoyed by CFI as fully and entirely and without change or diminution as the same were before held, possessed and enjoyed by Securities Corp. in its name;

RESOLVED, that CFI assume all of the obligations of Securities Corp., including, without limitation, all tax liabilities and all liabilities and obligations of Securities Corp. to its customers;

RESOLVED, that CFI shall cause to be executed and filed and recorded the documents prescribed by the laws of the State of Nevada, by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all other necessary acts within the jurisdiction of incorporation of each of the corporations and in any other appropriate jurisdiction to reflect this merger.

4. Approval of this merger by the stockholders of each constituent corporation was not required because CFI owns one hundred percent of the stock of Securities Corp.

Executed at New York, New York, on September 25, 1992.

CANTOR FITZGERALD INCORPORATED

By: 

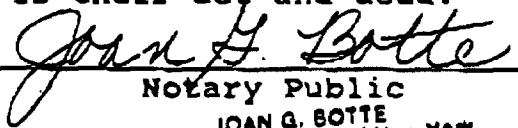
Name: Howard W. Lutnick
Title: Executive Vice President

By: 

Name: Harry Needleman
Title: Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On September 25, 1992, personally appeared before me, a Notary Public duly authorized by the laws of this jurisdiction to take acknowledgments of deeds, Howard W. Lutnick and Harry Needleman, who acknowledged that the foregoing instrument as executed is the act and deed of said corporation, and that their signing of such instrument upon behalf of said corporation is their act and deed.


Notary Public

NA921910.091

JOAN G. BOTTE
Notary Public, State of New York
No. 31-4756000
Qualified in New York County
Commission Expires 8/31/93

Execution Copy

[NV]

ARTICLES OF MERGER
OF
CANTOR FITZGERALD SECURITIES CORP.
(a Delaware corporation)
INTO
CANTOR FITZGERALD INCORPORATED
(a Nevada corporation)

It is hereby certified that:

1. Cantor Fitzgerald Incorporated (hereinafter called "CFI") is a corporation of the State of Nevada.

2. CFI, as the owner of all of the outstanding shares of the stock of Cantor Fitzgerald Securities Corp., hereby merges into itself Cantor Fitzgerald Securities Corp. ("Securities Corp."), which is a corporation of the State of Delaware, the laws of which permit such a merger.

3. The following is a copy of the resolutions adopted on September __, 1992, by the Boards of Directors of CFI and Securities Corp. to merge Securities Corp. into CFI:

RESOLVED, that Cantor Fitzgerald Securities Corp. ("Securities Corp.") be merged into Cantor Fitzgerald Incorporated ("CFI"), and that all of the rights, privileges, powers and franchises and all of the property, real, personal, and mixed, of Securities Corp. be vested in and held, possessed, and enjoyed by CFI as fully and entirely and without change or diminution as the same were before held, possessed and enjoyed by Securities Corp. in its name;

RESOLVED, that CFI assume all of the obligations of Securities Corp., including, without limitation, all tax liabilities and all liabilities and obligations of Securities Corp. to its customers;

RESOLVED, that CFI shall cause to be executed and filed and recorded the documents prescribed by the laws of the State of Nevada, by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all other necessary acts within the jurisdiction of incorporation of each of the corporations and in any other appropriate jurisdiction to reflect this merger.

4. Approval of this merger by the stockholders of each constituent corporation was not required because CFI owns one hundred percent of the stock of Securities Corp.

Executed at New York, New York, on September 25, 1992.

CANTOR FITZGERALD INCORPORATED

By: 

Name: Howard W. Lutnick
Title: Executive Vice President

By: 

Name: Harry Needleman
Title: Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On September 25, 1992, personally appeared before me, a Notary Public duly authorized by the laws of this jurisdiction to take acknowledgments of deeds, Howard W. Lutnick and Harry Needleman, who acknowledged that the foregoing instrument as executed is the act and deed of said corporation, and that their signing of such instrument upon behalf of said corporation is their act and deed.

NA921910.091


Notary Public

JOAN G. BOTTE
Notary Public, State of New York
No. 31-4786000
Qualified in New York County
Commission Expires 8/31/93