

08-13-1999

RECORDATION FOI



DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARK

101116378

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

1. Name of conveying party(ies):
J&H Marsh & McLennan, Inc.
1166 Avenue of the Americas
New York, New York 10036-2774

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

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

2. Name and address of receiving party(ies)
Name: Marsh USA Inc
Internal Address: _____
Street Address: 1166 Avenue of the Americas
City: New York State: NY Zip: 10036-2774

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 1, 1999

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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)
75/238,384

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

8-09-99

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

Name: Alfred L. Haffner, Jr., Esq.
Internal Address: Morgan & Finnegan, L.L.P.
Street Address: 345 Park Avenue
City: New York State: NY ZIP: 10154

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: _____

(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.

Alfred L. Haffner, Jr. Alfred L. Haffner, Jr. August 6, 1999
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

08/12/1999 NTMAI1 00000156 75238384
FC:481 40.00 DP
483960_1

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF

J&H MARSH & MCLENNAN, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, J&H Marsh & McLennan, Inc., a Delaware corporation (the "Corporation"), the undersigned does hereby certify as follows:

FIRST: The name of the Corporation is J&H Marsh & McLennan, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 16, 1923.

SECOND: The Board of Directors of the Corporation has duly adopted this Certificate of Amendment to the Certificate of Incorporation in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware.

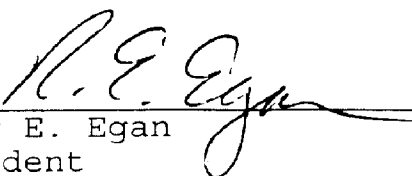
THIRD: The sole stockholder of the Corporation has duly adopted this Certificate of Amendment to the Certificate of Incorporation in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: Article First of the Certificate of Incorporation of the Corporation shall be amended as follows:

First: The name of this corporation is "Marsh USA Inc."

NAMECERT

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Incorporation on behalf of the Corporation on this 1st day of June, 1999 and affirms that the statements made herein are true under penalties of perjury.



Roger E. Egan
President

NAMECERT

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 AMENDMENT OF "J&H MARSH & MCLENNAN, INC.", CHANGING ITS NAME FROM "J&H MARSH & MCLENNAN, INC." TO "MARSH USA INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9878376

DATE: 07-21-99