

09-10-1999

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SHEET U.S. 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.

<p>1. Name of conveying party(ies): J&H Marsh & McLennan, Inc. 1166 Avenue of the Americas New York, New York 10036-2774</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Marsh USA Inc</u> Internal Address: _____ Street Address: <u>1166 Avenue of the Americas</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036-2774</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 1, 1999</u></p>	

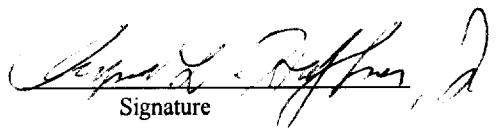
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>2,250,043</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Alfred L. Haffner, Jr., Esq.</u> Internal Address: <u>Morgan & Finnegan, L.L.P.</u> Street Address: <u>345 Park Avenue</u> City: <u>New York</u> State: <u>NY</u> ZIP: <u>10154</u></p>	<p>6. Total number of applications and registrations involved:..... 1</p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Alfred L. Haffner, Jr.  September 1, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK REEL: 001956 FRAME: 0132

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

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.

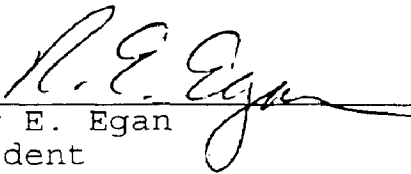
THIRD: The sole stockholder of the Corporation has duly adopted this Certificate of Amendment to the Certificate of Incorporation in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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."

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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

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