

RECORD
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09-23-1999

Docket No.:
13465.0001



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To the Honorable Commissioner of Patents and T.

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original documents or copy thereof.

1. Name of conveying party(ies):

GFI Group Inc.

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

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

3. Nature of conveyance:

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

Execution Date: August 19, 1999

2. Name and address of receiving party(ies):

Name: Jersey Partners Inc.

Internal Address:

Street Address: 100 Wall Street

City: New York

State: NY ZIP: 10005

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 registration numbers(s):

A. Trademark Application No.(s)

75/377,384 75/627,868
 75,627,866 75/627,869
 75/627,867 75/725,686

B. Trademark Registration No.(s)

2,099,047
2,102,950

Additional numbers attached? Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin Flattau & Klimpl, LLP

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

8

7. Total fee (37 CFR 3.41):.....\$ 215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500-672

09/23/1999 NTHAI1 00000034 75377384

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 175.00 OP

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.

Karl M. Zielaznicki, Esq.

Name of Person Signing

Signature

9/20/99

Date

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

5

State of New York }
Department of State }
ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on AUG 24 1999



A handwritten signature in cursive script, appearing to read "J. Clark".

Special Deputy Secretary of State

DOS-1266 (5/96)

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CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
GFI GROUP INC.

CSC 43

(Under Section 805 of the Business Corporation Law)

It is hereby certified that:

FIRST: The name of the corporation is: GFI GROUP INC. (the "Corporation").

SECOND: The certificate of Incorporation of the Corporation was filed by the Department of State on the 21st of January, 1987.

THIRD: The amendment to the Certificate is amended to change the name of the Corporation.


FOURTH: To effect the foregoing, Paragraph ONE of the Certificate of Incorporation, relating to the name of the Corporation, is amended to read as follows:

"ONE: The name of the Corporation is: Jersey Partners Inc."

FIFTH: The foregoing amendment of the certificate of incorporation of the Corporation was authorized by the consent in writing of all the members of the Board of Directors of the Corporation, followed by approval at a shareholders meeting of the holders of a majority of the outstanding shares of the corporation entitled to vote on the said amendment of the certificate of incorporation.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: August 19, 1999



David W. Sloan
Secretary

990823000533

CERTIFICATE

OF AMENDMENT

CSC 45

OF THE

CERTIFICATE

OF INCORPORATION

OF

GFI GROUP INC.

(UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW)

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Aug 23 2 15 PM '99

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ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 23 1999

TAXS

BY:

[Signature]

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PROSKAUER ROSE LLP
1585 BROADWAY
NEW YORK, NEW YORK 10036

3485 CUNYAM Cest. *[Signature]*

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