12-16-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

M/RW
12/2/99

To the Honorable Commissioner of Patents and Tı 1 documents or copy thereof.

1. Name of conveying party(ies):
J&H MARSH & McLENNAN, 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: MARSH USA INC.
Address: 1166 Avenue of the Americas
City: New York State: NY Zip: 10036

[ ] Individual(s) citizenship _____
[ ] Association _____
[ ] General Partnership _____
[ ] Limited Partnership _____
[ ] Corporation-State _____
[ ] 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) and address(es) attached?
[ ] Yes [X] No

3. Nature of conveyance:

[ ] Assignment [ ] Merger
[ ] Security Agreement [X] Change of Name

[ ] Other _____

Execution Date: June 1, 1999

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

A Trademark Application No.(s)

B. Trademark Registration No.(s)

1,573,794

Additional numbers attached? [ ] Yes [X] No

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

Name: Doreen L. Costa, Esq.

BAKER & BOTTS, L.L.P.

Address: 30 Rockefeller Plaza - 44 Fl.

City: New York State: NY Zip: 10112

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:
02-4377
(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.

Doreen L. Costa — Name of Person Signing
Signature
11-30-99 — Date

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

State of Delaware

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.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0070456

DATE: 11-08-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 06/01/1999
991217304 - 0151709

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.

R. E. Egan

Roger E. Egan
President

NAMECERT