12-1	6-1999	
		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
12/2/49		Taton and Trademark Office
To the Honorable Commissioner of Patents and Ti	224999	l documents or copy thereof.
1. Name of conveying party(ies): J&H MARSH & McLENNAN, INC. [] Individual(s) [] General Partnership [X] Corporation-State - Delaware [] Other	2. Name and address of receiving party(iest) Name: MARSH USA INC. Address: 1166 Avenue of the Americas, City: New York State: NY Zip: 10066 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State	
Additional name(s) of conveying party(ies) attached? [] Yes [X] No		
3. Nature of conveyance:	[] Other	
[] Assignment [] Merger [] Security Agreement [X] Change of Name [] 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)	
Execution Date: June 1, 1999	Additional name	e(s) and address(es) attached? [X] No
4. Application number(s) or registration number(s):		
A Trademark Application No.(s)	B. Trademark Regi	stration 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:	6. Total number of	applications and registrations involved: 1
Name: <u>Doreen L. Costa, Esq.</u>	7. Total fee (37 CF	FR 3.41): \$\frac{40.00}{}
BAKER & BOTTS, L.L.P.	[X] Enclosed	o be charged to deposit account
Address: 30 Rockefeller Plaza - 44 Fl.	8. Deposit account 02-4377	number:
City: <u>New York</u> State: <u>NY</u> Zip: <u>10112</u> 2/16/1999 DNGUYEN 00000056 1573794		e copy of this page if paying by deposit
1 FC:431	E THIS SPACE	
9. Statement and signature		
To the best of my knowledge and belief, the foregoing instrument criginal document. Doreen L. Costa	Lega	ed 11-30-89
Name of Person Signing	Signa	ture Date
Total number of pages including cover sheet, attachments and docum	nent: 3	

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State of Delaware

PAGE

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.



DATE:

0070456

AUTHENTICATION:

11-08-99

0151709 8100 991475154

> **TRADEMARK** REEL: 001999 FRAME: 0198

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

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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 $\frac{1}{2}$ day of $\frac{1}{2}$ day of $\frac{1}{2}$ and affirms that the statements made herein are true under penalties of perjury.

Roger E. Egan

Président

NAMECERT

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RECORDED: 12/02/1999