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12-16-1999

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



101225000

To the Honorable Commissioner of Patents and Trademarks

documents or copy thereof.

1. Name of conveying party(ies):
Johnson & Higgins;
Marsh & McLennan, Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-States - New Jersey and Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: J&H MARSH & McLENNAN, INC.
Address: 1166 Avenue of the Americas
City: New York State: NY Zip: 10036

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

RECEIVED
DEC - 2 PM 12:34
FINANCE

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 29, 1997

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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,573,794

Additional numbers attached? Yes 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
 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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1 FC:4&1 40.00 DP

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: 6

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"JOHNSON & HIGGINS", A NEW JERSEY CORPORATION,

WITH AND INTO "MARSH & MCLENNAN, INCORPORATED" UNDER THE NAME OF "J&H MARSH & MCLENNAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 1997, AT 3:30 O'CLOCK P.M.



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991475154

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0070455

DATE: 11-08-99

TRADEMARK
REEL: 001999 FRAME: 0209

CERTIFICATE OF MERGER

OF

JOHNSON & HIGGINS
(a New Jersey corporation)

INTO

MARSH & McLENNAN, INCORPORATED
(a Delaware corporation)

Pursuant to Section 252 of the Delaware General Corporation Law and Sections 14A:10-4.1 and 14A:10-7 of the New Jersey Business Corporation Act, the undersigned corporations hereby adopt the following Certificate of Merger.

FIRST: The names and states of incorporation of the undersigned corporations are as follows:

<u>Name of Corporation</u>	<u>State</u>
JOHNSON & HIGGINS	New Jersey
MARSH & McLENNAN, INCORPORATED	Delaware

SECOND: The laws of the states pursuant to which each of the undersigned corporations is organized permit the merger of JOHNSON & HIGGINS ("J&H") into MARSH & McLENNAN, INCORPORATED (the "Surviving Corporation"), and the merger is in compliance with such laws. The effective date of the merger shall be August 12, 1997.

THIRD: Upon the merger, the name of the Surviving Corporation shall be "J&H MARSH & McLENNAN, INC." and the certificate of incorporation of the Surviving Corporation shall be amended as follows:

Article First shall be amended to read:

First: The name of this corporation is
J&H MARSH & McLENNAN, INC."

Article Third, subparagraph (s), shall be amended to read:

"(s) To engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware."

FOURTH: The issued and outstanding capital stock of the undersigned corporations consists of the following:

Johnson & Higgins: 100,000 shares common stock, without par value, authorized, of which 22,335 shares are outstanding

Marsh & McLennan,

Incorporated: 1,000 shares common stock par value \$1.00 authorized and outstanding

Marsh & McLennan Companies, Inc. ("MMC") owns and controls 100% of the issued and outstanding stock of each of the undersigned corporations. Upon the merger, all outstanding shares of stock of J&H shall be canceled and eliminated.

FIFTH: On July 28, 1997, an agreement and plan of merger was approved, adopted, certified, executed and acknowledged by each of the constituent corporations. The agreement and plan of merger has been approved and adopted by the boards of directors of each of the undersigned corporations in a manner prescribed by each corporation's certificate of incorporation and the laws of its state of incorporation. A copy of the agreement and plan of merger may be obtained at no cost upon written request to the Surviving Corporation at the address set forth below.

SIXTH: Pursuant to written resolutions dated July 29, 1997, the merger was approved by MMC as the sole shareholder of the undersigned corporations.

SEVENTH: The Surviving Corporation hereby agrees that:

A. It promptly shall pay to any dissenting shareholders of J&H the amount to which they are entitled under New Jersey law (J&H has no shareholders other than MMC);

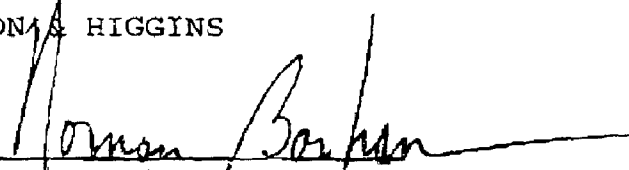
B. The Surviving Corporation may be served with process in the State of New Jersey in any action or proceeding for the enforcement of any obligation of J&H or, to the extent it was amenable to suit in New Jersey immediately prior to the merger, the Surviving Corporation, and for enforcement of the rights of any dissenting shareholders of J&H against the Surviving Corporation; and

C. The Secretary of State of the State of New Jersey shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding, such process to be forwarded to the Surviving Corporation at:

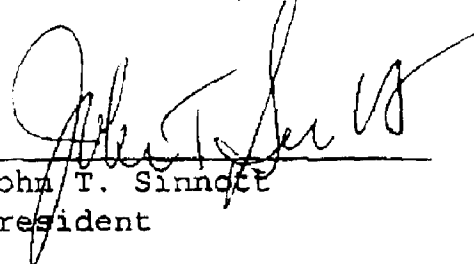
J&H Marsh & McLennan, Inc.
1166 Avenue of the Americas
New York, New York 10036
Attention: *LEGAL DEPARTMENT*

IN WITNESS WHEREOF, the undersigned corporations have caused this Certificate of Merger to be executed as of the 29th day of July, 1997. The undersigned certify the above statements to be true under penalty of perjury.

JOHNSON & HIGGINS

By: 
Norman Barham
President

MARSH & McLENNAN, INCORPORATED

By: 
John T. Sinnott
President

STATE OF NEW YORK)

: SS:

COUNTY OF NEW YORK)

I, Maura Norton a Notary Public, do hereby certify that on this 29th day of July, 1997, personally appeared before me, Norman Barham, who, being by me first duly sworn, declared that he is the President of Johnson & Higgins, a New Jersey corporation, that being duly authorized, he signed the foregoing document as President of said corporation, and that the statements therein contained are true.

Maura Norton
Notary Public

MAURA NORTON
Notary Public, State of New York
No. 61-453804
Qualified in Greene County
Certificate filed in New York County
Commission Expires May 6, 1998

STATE OF NEW YORK)
 : SS:
COUNTY OF NEW YORK)

I, Maura Norton, a Notary Public, do hereby certify that on this 29th day of July, 1997, personally appeared before me, John T. Sinnott, who, being by me first duly sworn, declared that he is the President of Marsh & McLennan, Incorporated, a Delaware corporation, that being duly authorized, he signed the foregoing document as President of said corporation, and that the statements therein contained are true.

Maura Norton
Notary Public

MAURA NORTON
Notary Public, State of New York
No. 41-4052604
Qualified in Oneida County
Certificate filed in New York County
Commission Expires May 8, 1998