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02-28-2000

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To the Commissioner of Patents and Trademarks



Documents or copy thereof.

1. Name of conveying party(ies):
J&H Marsh & McLennan, Inc.

101277221

Name and address of receiving party(ies):

Marsh USA Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware

PATENT

01-27-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #31

Address: 1166 Avenue of the Americas

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

City: New York State NY ZIP 10036

3. Nature of conveyance:

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

Execution Date: June 1, 1999

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/213,765

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. 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 - 06-1205

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

DO NOT USE THIS SPACE

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.

Ronald A. Clayton
Name of Person Signing

January 25, 2000
Date

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

02/25/2000 DNGUYEN 00000169 75213765

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40.00 OP

TRADEMARK
REEL: 002026 FRAME: 0320

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 FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0151709 8100

991217304

AUTHENTICATION: 9776843
DATE: 06-01-99

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.

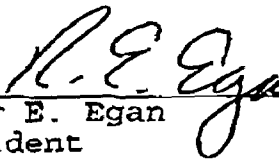
FOURTH: Article First of the Certificate of Incorporation of the Corporation shall be amended as follows:

First: The name of this corporation is "Marsh USA Inc."

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REEL: 002026 FRAME: 0322

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

NAMECERT

TOTAL P.04

RECORDED: 01/27/2000

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