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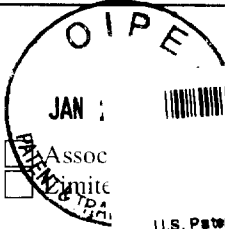


or copy thereof.

To the Commissioner of Patents and Trademarks: P

101277839

1. Name of conveying party(ies):
Johnson & Higgins



address of receiving party(ies):

H Marsh & McLennan, Inc.

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

- Assoc
- Limited
- Partnership

01-27-2000

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

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 Merger
- Security Agreement Change of Name
- Other

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

Execution Date: July 29, 1997

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

January 25, 2000

Name of Person Signing

Signature

Date

03/01/2000 TTOM11 00000003 75213765

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

01 FC:481

40.00 DP

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 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.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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971265123

AUTHENTICATION: 8598663

DATE: 08-08-97

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REEL: 002027 FRAME: 0670

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);

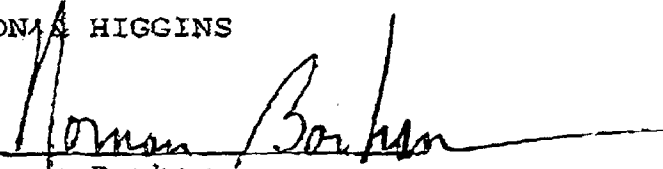
B. The Surviving Corporation may be served with process in the State of New Jersey in any action or proceeding for the enforcement of any obligation of J&H or, to the extent it was amenable to suit in New Jersey immediately prior to the merger, the Surviving Corporation, and for enforcement of the rights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

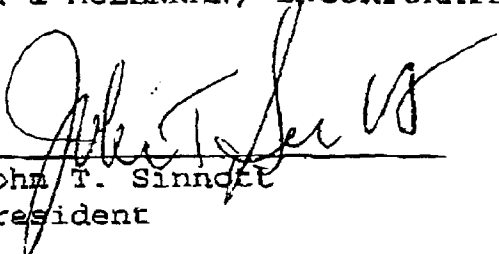
J&H Marsh & McLennan, Inc.
1166 Avenue of the Americas
New York, New York 10036
Attention: LEGAL DEPARTMENT

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. 41-402804
Qualified in Queens County
Certificate filed in New York County
Commission Expires May 5, 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. 4152903
Qualified in Queens County
Certificate filed in New York County
Commission Expires May 6, 1998