

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): J&H MARSH & MCLENNAN, INC.

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

Additional name(s) of conveying party(ies) attached?
 Yes 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 Country: USA

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Certificate of Amendment filed June 1, 1999

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)

75/723,498 75/723,499
75/651,966 75/679,084

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

Yes No

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

Name: Thomas R. Nesbitt, Jr.

BAKER BOTTS L.L.P.

Address: 30 Rockefeller Plaza

City: New York State: NY Zip: 10112

6. Total number of applications and registrations involved: 4

7. Total fee: \$ 160.00

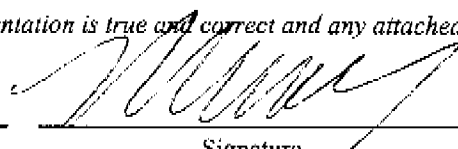
Enclosed
 Authorized to be charged to deposit account

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

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.

Thomas R. Nesbitt, Jr.  June 14, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK

REEL: 002057 FRAME: 0008

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:

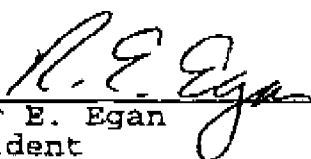
First: The name of this corporation is "Marsh USA Inc."

NAMECERT

TRADEMARK

REEL: 002057 FRAME: 0009

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

TRADEMARK ORIGINAL P.05

RECORDED: 06/14/2000

REEL: 002057 FRAME: 0010

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