

02-08-2001

33369/12 # 67

FORM PTO-1584

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

1-31-92

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Tab settings →→→

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

1. Name of conveying party(ies):

Sedgwick, Inc.  
1221 Avenue of the America  
New York, NY 10056-2774

1. 22. 01

- Individual(s)
- General Partnership
- Corporation Delaware
- Other: Limited liability German company
- Association
- Limited Partnership

Additional name(s) of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies):

Name: J & H Marsh & McLennan, Inc.  
Address: 1221 Avenue of the Americas  
New York, NY 10056-2774

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation Delaware
- Other: Limited liability German company

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) & address(s) attached:  Yes  No

3. Nature of conveyance:

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

Effective Date: May 20, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 2,330,669 for the mark IMERGE  
Reg. No. 1,444,423 for the mark JURIS

Additional Numbers attached?  Yes  No

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

Name: James E. Rosini, Esq.  
Address: KENYON & KENYON  
One Broadway  
New York, New York 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41) ..... \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Jennifer C. Dross  
Name of Person Signing

J.C.D.  
Signature

January 11, 2001  
Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
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Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

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 OWNERSHIP, WHICH MERGES:

"SEDGWICK, INC.", A DELAWARE CORPORATION, WITH AND INTO "J&H MARSH & MCLENNAN, INC." 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 TWENTIETH DAY OF MAY, A.D. 1999, AT 1:01 O'CLOCK P.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

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AUTHENTICATION: 9757515

DATE: 05-20-99

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SEDGWICK, INC.  
(a Delaware corporation)

WITH AND INTO

J&H MARSH & MCLENNAN, INC.  
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, J&H Marsh & McLennan, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: The Company was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the issued and outstanding capital stock of Sedgwick, Inc., a Delaware corporation ("Sedgwick").

THIRD: The Company, by resolutions of its Board of Directors duly adopted on May 20, 1999 in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, in the form annexed hereto as Exhibit A, determined to merge Sedgwick with and into the Company (the "Merger") upon the terms and conditions set forth in such resolutions, which have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The name of the corporation surviving the Merger is J&H Marsh & McLennan, Inc.

SGIMERGE

UNANIMOUS WRITTEN CONSENT OF  
THE EXECUTIVE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
J&H MARSH & McLENNAN, INC.

RESOLVED, that Sedgwick, Inc., a Delaware corporation ("Sedgwick"), a wholly-owned subsidiary of the Company, shall be merged with and into the Company (the "Merger"), the separate existence of Sedgwick thereupon shall cease, and the Company shall be the surviving corporation in the Merger (the "Surviving Corporation").

RESOLVED FURTHER, that the Merger shall become effective when a duly executed copy of the Certificate of Ownership and Merger has been filed with the office of the Secretary of State of the State of Delaware (the "Effective Date").

RESOLVED FURTHER, that as of the Effective Date, all the assets, rights, interests, obligations and liabilities of Sedgwick shall, by virtue of the Merger, become the assets, rights, interests, obligations and liabilities of the Company.

RESOLVED FURTHER, that as of the Effective Date, all issued and outstanding shares of the capital stock of Sedgwick shall be canceled and shall cease to exist.

RESOLVED FURTHER, that the Certificate of Incorporation and By-Laws of the Company shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation in the Merger.

RESOLVED FURTHER, that as of the Effective Date, each of the employee benefit plans of Sedgwick listed in Exhibit A hereto (collectively, the "Sedgwick Plans") hereby is amended in the following respects without the need for taking any further action:

(a) The power to amend and terminate the Sedgwick Plans may be exercised by the Managing Director in charge of Human Resources of the Surviving Corporation;

(b) All other powers of the board of directors of Sedgwick under the terms of the Sedgwick Plans shall be exercisable by the Managing Director in charge of Human Resources of the Surviving Corporation;

(c) Subject to the terms of each Sedgwick Plan, as the same may be amended pursuant to clauses (a) or (b) above, an employee shall be eligible to participate in a Sedgwick Plan after the Effective Date only if such employee was an employee on the Sedgwick payroll as of the Effective Date and employed in a classification of employees eligible for Sedgwick Plan benefits.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and empowered, for, in the name of and on behalf of the Company, to do and perform all such further acts and things including, but not limited to executing