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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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.
1221 Avenue of the America
New York, NY 10056-2774 *1. 22.01*

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

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

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

Name: Marsh USA Inc.
Address: 1221 Avenue of the America
New York, NY 10056-2774

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Effective Date: 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) & address(s) attached: Yes No

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

772001 00000175 010600 2330669
 40.00 CH
 25.00 CH

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

Do not detach this portion

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

Commissioner of Patents and Trademarks
 Box Assignments
 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

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 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: 9776943
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.

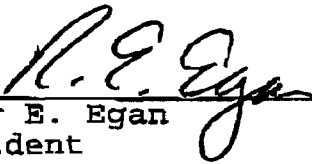
FOURTH: Article First of the Certificate of Incorporation of the Corporation shall be amended as follows:

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

NAMECERT

TRADEMARK
REEL: 002232 FRAME: 0565

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