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RECORDATION FO  
**TRADEMAI**

02-13-2001



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To the Honorable Commissioner of Patents and Trademark

... or copy thereof.

i. Name of conveying party(ies):

THE CHASE MANHATTAN CORPORATION

FEB 01 2001

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

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

3. Nature of conveyance:

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

Execution Date: December 29, 2000

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

Name: **J. P. MORGAN CHASE & CO.**  
270 Park Avenue  
New York, New York 10017-2070

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

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(es) attached?  Yes  No

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

A. Trademark Applications

B. Trademark Registrations

ADVISOR CUSTODY SERVICES - 2,363,429

Additional numbers attached?  Yes  No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE

Date 2/1/01 Label No. 6270671998705

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

6. Total 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:

04-0100

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

DBPac  
Name (Print)

[Signature]  
Signature

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.

Randi S. Miller  
Name of Person Signing

[Signature]  
Signature

February 1, 2001  
Date

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

6

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

02/13/2001 6TON11 00000077 2363429

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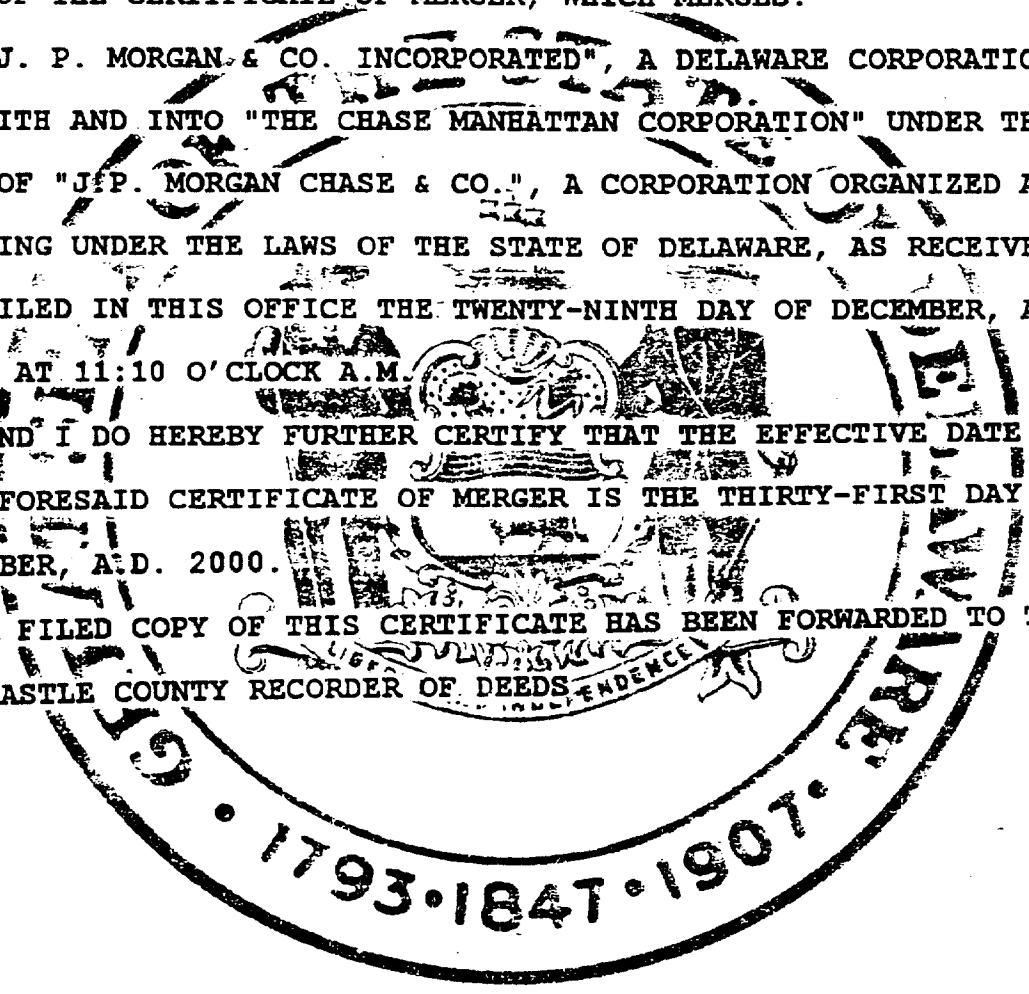
Office of the Secretary of State

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:

"J. P. MORGAN & CO. INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "THE CHASE MANHATTAN CORPORATION" UNDER THE NAME OF "J.P. MORGAN CHASE & CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 11:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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

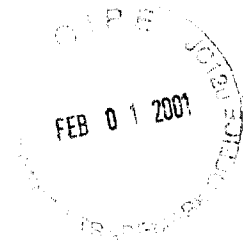
AUTHENTICATION: 0885428

DATE: 12-29-00

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CERTIFICATE OF MERGER  
OF  
THE CHASE MANHATTAN CORPORATION  
UNDER SECTION 251 OF THE  
GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE



Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, The Chase Manhattan Corporation, a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of J. P. Morgan & Co. Incorporated, a Delaware corporation ("J.P. Morgan"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
The Chase Manhattan Corporation	Delaware
J. P. Morgan & Co. Incorporated	Delaware

SECOND: The Agreement and Plan of Merger, dated as of September 12, 2000 (the "Merger Agreement"), between the Corporation and J.P. Morgan, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation in the Merger is The Chase Manhattan Corporation, which as of the effective time of the Merger will change its name to J.P. Morgan Chase & Co. (the "Surviving Corporation").

**FOURTH:** The certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, except that such certificate of incorporation shall be as amended as follows:

1. Article FIRST is hereby amended to read in its entirety as follows:

"FIRST. The name of the Corporation is J.P. Morgan Chase & Co."

2. The voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock of the Corporation, as set forth in the Appendices to the certificate of incorporation of the Corporation, are hereby amended by deleting each reference therein to "THE CHASE MANHATTAN CORPORATION" and inserting in lieu thereof a reference to "J.P. MORGAN CHASE & CO." and by deleting each reference therein to "The Chase Manhattan Corporation" that refers to the Corporation and inserting in lieu thereof a reference to "J.P. Morgan Chase & Co."

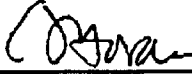
**FIFTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation located at 270 Park Avenue, New York, New York 10017.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

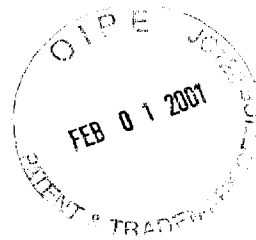
**SEVENTH:** This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. on December 31, 2000.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this  
29<sup>th</sup> day of December, 2000.

THE CHASE MANHATTAN CORPORATION

By:   
\_\_\_\_\_  
Anthony J. Horan  
Secretary

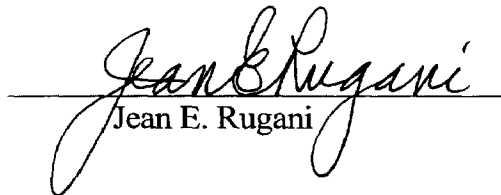
J.P. Morgan Chase & Co.  
270 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10017-2070



CERTIFICATE

I, Jean E. Rugani, an Assistant Corporate Secretary of J.P. Morgan Chase & Co. (formerly called The Chase Manhattan Corporation), a corporation organized under the laws of the State of Delaware, do hereby certify that attached is a true and correct copy of the Certificate of Merger, which merges J.P. Morgan & Co. Incorporated, a Delaware Corporation, with and into The Chase Manhattan Corporation under the name of J.P. Morgan Chase & Co. as filed in the Office of the Secretary of State of the State of Delaware on the 29<sup>th</sup> day of December 2000, and effective the 31<sup>st</sup> day of December 2000.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of J.P. Morgan Chase & Co. this 19th day of January 2001.

  
Jean E. Rugani