

02-16-2001



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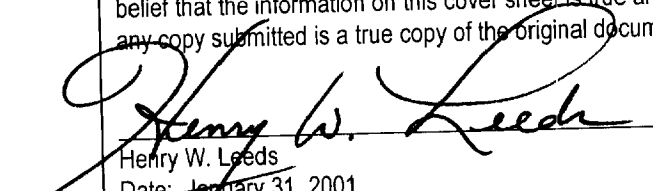
DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100

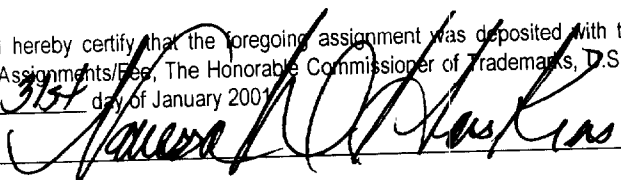
Washington, D.C. 20005-1209

(202) 842-8800

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|---|---|
| <p>1. NAME OF CONVEYING PARTY:</p> <p>AON CONSULTING, INC. A Pennsylvania corporation</p> <p style="font-size: 2em; margin-left: 100px;">2-1-01</p> | <p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>Merged into: Alexander & Alexander Benefits Services, Inc., a New Jersey corporation, Which changed its name to: AON CONSULTING, INC. A New Jersey corporation 123 North Wacker Drive Chicago, Illinois 60606</p> |
| <p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: March 4, 1998</p> <p>3B. EFFECTIVE DATE: March 9, 1998</p> | <p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> |
| <p>4A. TRADEMARK APPLICATION NOS.:</p> <p>02/15/2001 GTON11 00000178 1828548</p> <p>01 FC:401 40.00 OP 02 FC:402 50.00 OP</p> <p>Additional numbers attached?</p> | <p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>Reg. No. 1,828,548 – DC DIRECT Reg. No. 1,959,910 – DB DIRECT Reg. No. 1,995,361 – PEN PRO</p> <p>Additional numbers attached? NO</p> |
| <p>Henry W. Leeds, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p> | <p>Note: Merger of Aon Consulting, Inc., a Pennsylvania corporation, into Alexander & Alexander Benefits Services Inc., a New Jersey corporation, which changed its name to Aon Consulting, Inc., a New Jersey corporation.</p> |
| <p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$90.00 – Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31266.319</p> | <p>9. The undersigned declares to the best of his/her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p style="text-align: center;"> Henry W. Leeds Date: January 31, 2001 Page 1 of 4</p> <p style="text-align: right; font-size: 1.5em;">90E</p> |

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Honorable Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 31st day of January 2001



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TRADEMARK
REEL: 002236 FRAME: 0682

CERTIFICATE OF MERGER

FILED

OF

MAR 9 1998

AON CONSULTING, INC.

LONNA B. HOOKS
Secretary of State

INTO

ALEXANDER & ALEXANDER BENEFITS SERVICES INC.

To The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

The names of the corporation proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

| Name of Corporation | State of Incorporation |
|--|------------------------|
| <u>Aon Consulting, Inc</u> | <u>Pennsylvania</u> |
| <u>Alexander & Alexander Benefits Services Inc</u> | <u>New Jersey</u> |

ARTICLE TWO

The laws of the Commonwealth of Pennsylvania the state under which such foreign corporation is organized, permit such merger and that the applicable provisions of the laws of said jurisdiction under which such foreign corporation was organized have been, or upon compliance with filing and recording requirements will have been, complied with

ARTICLE THREE

The name of the surviving corporation is Alexander & Alexander Benefits Services Inc and the name of the surviving corporation shall be changed to Aon Consulting, Inc. and it shall be governed by the laws of State of New Jersey

The total authorized capital stock of the surviving corporation shall be 2,500 shares, par value of shares within a class as follows:

| Class | Number of Shares | Par Value Per Share |
|--------|------------------|---------------------|
| Common | 2,500 | \$0.01 |

The address of the surviving corporation's registered office is 830 Bear Tavern Road, West Trenton, New Jersey 08628 and the name of the registered agent at such address is The Prentice-Hall Corporation System, Inc

ARTICLE FOUR

The attached Plan of Merger was approved by the sole shareholder and the directors of the undersigned domestic corporation in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized

ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote thereon, and if the shares of any class or series are entitled to vote thereon as a class, the designation and number of shares of each class or series, is as follows

| Name of Corporation | Total Number of Shares Entitled To Vote | Designation of Class or Series Entitled to Vote as a Class (if any) | Number of Shares of such Class or Series (if any) |
|---|---|---|---|
| <u>Alexander & Alexander Benefits Services, Inc</u> | <u>1,111</u> | <u>Common</u> | <u>1,111</u> |
| <u>Aon Consulting, Inc.</u> | <u>249,493</u> | <u>Common</u> | <u>249,493</u> |

ARTICLE SIX

As to each corporation whose shareholders are entitled to vote, the number of shares that voted for and against the merger respectively, and the number of shares of any class or series entitled to vote as a class that vote for and against the merger are

| Name of Corporation | Total Shares Voted for | Total Shares Voted Against | Class | Shares Voted For | Shares Voted Against |
|--|------------------------|----------------------------|---------------|------------------|----------------------|
| <u>Alexander & Alexander Benefits Services Inc</u> | <u>1,111</u> | <u>0</u> | <u>Common</u> | <u>1,111</u> | <u>0</u> |
| <u>Aon Consulting, Inc.</u> | <u>249,493</u> | <u>0</u> | <u>Common</u> | <u>249,493</u> | <u>0</u> |

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its Vice President as of the 4th day of March, 1998.

AON CONSULTING, INC.
a Pennsylvania corporation

By Jerome S. Hanner
Jerome S. Hanner, Vice President

ALEXANDER & ALEXANDER BENEFITS SERVICES INC.
a New Jersey corporation

By Jerome S. Hanner
Jerome S. Hanner, Vice President

Exhibit A to Joint Unanimous Written Consent
January 2, 1998

**PLAN OF MERGER FOR ALEXANDER & ALEXANDER BENEFITS SERVICES INC.
AND
AON CONSULTING, INC.**

1. Parties: The parties to the merger are as follows: Alexander & Alexander Benefits Services Inc., a New Jersey corporation ("A&A"), and Aon Consulting, Inc., a Pennsylvania corporation ("Aon").
2. Survivor: Aon will merge into A&A; the surviving corporation shall be A&A.
3. Terms: At the Effective Time (defined below), and contemporaneously with the merger, Aon will merge into A&A, A&A will merge Aon into itself, and the separate existence of Aon shall cease ("Merger"). A&A will assume all of the rights, liabilities and obligations of each of the merging companies. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of Aon to A&A.
4. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of A&A shall be and remain issued and outstanding. Each issued and outstanding share of stock of Aon and each share of stock of Aon held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Aon, will surrender their certificates for cancellation.
5. Bylaws; Amendment of Articles of Incorporation: The bylaws of A&A, as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving company until thereafter changed or amended as provided therein, by the articles of incorporation of the surviving company or by applicable law. The articles of incorporation of A&A, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law, except only that the name of the surviving company shall be changed to be "Aon Consulting, Inc."
6. Officers & Directors: As of the Effective Time, the officers and directors of A&A immediately prior to the Effective Time shall be removed, and the officers and directors of Aon immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal.
7. Effective Time: The Merger shall be effective on the date and at the time of filing the Articles of Merger with the proper departments of the states of incorporation of the companies.
8. Amendment and Termination: The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.