

03-08-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name MSDW ELECTRONIC FINANCIAL SERVICES INC. Execution Date
Month Day Year
10302000

- Formerly _____
- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name DEAN WITTER REYNOLDS INC.

- DBA/AKA/TA _____
- Composed of _____
- Address (line 1) 2 WORLD TRADE CENTER
- Address (line 2) _____
- Address (line 3) NEW YORK NY 10048
City State/Country Zip Code
- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/07/2001 09:48:42 0000130 75607883
01 FD:401 40.00 DP
02 FT:402 50.00 DP

FOR OFFICE USE ONLY

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75805886"/>	<input type="text" value="75884844"/>	<input type="text"/>	<input type="text" value="2224298"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

THOMAS D. ROSENWEIN

02/21/01

Name of Person Signing

Signature

Date Signed

State of Delaware

PAGE 1

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:

"MSDW ELECTRONIC FINANCIAL SERVICES INC."; A DELAWARE CORPORATION,

WITH AND INTO "DEAN WITTER REYNOLDS INC." UNDER THE NAME OF "DEAN WITTER REYNOLDS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2000, AT 10:05 O'CLOCK A.M.

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

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

AUTHENTICATION: 0762697

0676221 8100M

00154415B

DATE: 10-30-00

10/30/00 MON 16:29 FAX 212 761 8875
FROM RICHARDS, LAYTON, & FINGER #1

MORGAN STANLEY
(MON) 10:30'00 12:37/ST. 12:35/NO. 4863831084 P 3

005

FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10:30'00 10:33/ST. 10:32/NO. 4863831084 P 6
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:05 AM 10/30/2000
001344138 - 2709609

CERTIFICATE OF MERGER

OF

MSDW ELECTRONIC FINANCIAL SERVICES INC.

WITH AND INTO

DEAN WITTER REYNOLDS INC.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
MSDW Electronic Financial Services Inc.	Delaware
Dean Witter Reynolds Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of October 24, 2000 (the "Merger Agreement"), between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL and by written consent of the sole stockholder of each of the Constituent Corporations in accordance with Section 228 of the DGCL.

THIRD: Dean Witter Reynolds Inc. shall be the surviving corporation of the merger (the "Surviving Corporation").

10/30/00 MON 16:29 FAX 212 761 8875
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(MON) 10:30'00 12:38/ST. 12:35/NO. 4863831084 P 4

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FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10:30'00 10:33/ST. 10:31/NO. 4863831053 P 7

FOURTH: At the Effective Time (as defined below), the Certificate of Incorporation of Dean Witter Reynolds Inc. as in effect immediately prior to the Effective Time shall be amended so as to read in its entirety as set forth in Exhibit A hereto.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation located at 2 World Trade Center, New York, NY 10048.

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

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall not become effective until, and shall become effective at, 12:05 a.m. on November 1, 2000 (the "Effective Time").

IN WITNESS WHEREOF, Dean Witter Reynolds Inc. has caused this Certificate of Merger to be executed on this 30th day of October, 2000.

DEAN WITTER REYNOLDS INC.

By: 

Name: MICHAEL H. SOBLE

Title: EXECUTIVE VICE PRESIDENT

FROM RICHARDS, LAYTON, & FINGER #1

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FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10. 30' 00 10:34/ST. 10:31/NO. 4863831053 P 8

Exhibit A

**Certificate of Incorporation
of
Dean Witter Reynolds Inc.**

1. The name of the corporation (hereafter referred to as the "Corporation") is:

Dean Witter Reynolds Inc.
2. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of capital stock which the Corporation shall have authority to issue is twelve thousand (12,000) shares, of which eleven thousand (11,000) shares shall be Common Stock of the par value of one dollar (\$1.00) per share and one thousand (1,000) shares shall be Series Preferred Stock of the par value of one dollar (\$1.00) per share. The Board of Directors of the Corporation is hereby authorized to issue the Series Preferred Stock in one or more series and, with respect to each such series, to fix the designation of and the number of shares comprising such series and the powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, of the shares of such series.
5. The Board of Directors is authorized to make, alter or repeal the by-laws of the Corporation. Election of directors need not be by written ballot.
6. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach by the director of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.

10/30/00 MON 16:30 FAX 212 761 8875
FROM RICHARDS, LAYTON, & FINGER #1

MORGAN STANLEY

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FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10. 30' 00 10:34/ST. 10:31/NO. 4863831053 P 9

No repeal, modification or amendment of, or adoption of any provision inconsistent with, this Paragraph 6 nor, to the fullest extent permitted by law, any modification of law shall adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, amendment, adoption or modification or affect the liability of any director of the Corporation for any action taken or any omission that occurred prior to the time of such repeal, amendment, adoption or modification.

If the General Corporation Law of the State of Delaware shall be amended to authorize corporate action further eliminating or limiting the liability of directors, then a director of the Corporation, in addition to the circumstances in which he is not liable immediately prior to such amendment, shall be free of liability to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

7. The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law, and, subject to Paragraph 6 hereof, all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Paragraph 7.