

03-08-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
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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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 10302000

Name MORGAN STANLEY DEAN WITTER ONLINE INC.

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name MSDW ELECTRONIC FINANCIAL SERVICES INC.

DBA/AK/A/T/A

Composed of

Address (line 1) 333 MARKET STREET

Address (line 2) 25th FLOOR

Address (line 3) SAN FRANCISCO

CA

94105

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002246 FRAME: 0542

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"/>	<input type="text"/>	<input type="text"/>
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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

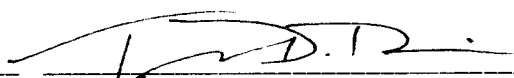
No

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

Name of Person Signing



Signature

02/21/01

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 OWNERSHIP, WHICH MERGES:

"MORGAN STANLEY DEAN WITTER ONLINE INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "MSDW ELECTRONIC FINANCIAL SERVICES INC." UNDER THE NAME OF "MSDW ELECTRONIC FINANCIAL SERVICES 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 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP 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
Edward J. Freel, Secretary of State

2709689 8100M

AUTHENTICATION: 0762687

001544155

DATE: 10-30-00

FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10. 30' 00 12:40/ST. 12:35/NO. 4863831084 P 8

FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10. 30' 00 10:32/ST. 10:32/NO. 4863831084 P 3

STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 10:00 AM 10/30/2000
001344155 - 2709689

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
MORGAN STANLEY DEAN WITTER ONLINE INC.
INTO
MSDW ELECTRONIC FINANCIAL SERVICES INC.**

MSDW Electronic Financial Services Inc., a corporation incorporated under the laws of the state of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware, does hereby certify that it owns all the capital stock of Morgan Stanley Dean Witter Online Inc., a corporation incorporated under the laws of the State of California ("Online"), and that the Corporation, by a resolution of its board of directors duly adopted on October 30, 2000, determined to merge Online into itself, which resolution provides in relevant part as follows:

WHEREAS, the Corporation owns all the outstanding stock of Morgan Stanley Dean Witter Online Inc., a corporation organized and existing under the laws of the State of California ("Online"); and

WHEREAS, the Corporation desires to merge Online into itself and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, effective at the time specified in the Certificate of Ownership and Merger filed in respect thereof (the "Effective Time"), that the Corporation merge Online into itself and assume all Online's liabilities and obligations; and

FURTHER RESOLVED, that, at any time prior to the Effective Time, the merger may be amended, modified, terminated or abandoned by action of the Board of Directors of the Corporation; and

FURTHER RESOLVED, that, each appropriate officer of the corporation is authorized to make and execute a Certificate of Ownership and Merger acting forth a copy of this resolution, to merge Online into the Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that in order for the Corporation to comply with all applicable regulations and requirements of federal, state, local and foreign governmental agencies and

10/30/00 MON 16:31 FAX 212 761 8875
FROM RICHARDS, LAYTON, & FINGER #1

MORGAN STANLEY

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(MON) 10. 30' 00 12:41/ST. 12:35/NO. 4863831084 P 9

FROM RICHARDS, LAYTON, & FINGER #1

(MON) 10. 30' 00 10:33/ST. 10:31/NO. 4863831053 P 4

securities and commodities exchanges, the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to prepare, with the assistance of counsel, execute and file or cause to be filed all reports, statements, documents, undertakings, commitments and information with any exchange or governmental agency or agencies as may, in their judgment, be required or advisable in connection with the merger, and

FURTHER RESOLVED, that all actions heretofore taken by any director, officer or agent of the corporation in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, and to certify as having been adopted by this Board of Directors any form of resolution required by any law, regulation or agency, in order to effectuate the purpose of the foregoing resolutions or any of them or to carry out the transactions contemplated hereby.

This Certificate of Ownership and Merger, and the merger provided for herein, shall not become effective until, and shall become effective at, 12:01 a.m. on November 1, 2000.

IN WITNESS WHEREOF, MSDW Electronic Financial Services Inc. has caused this certificate to be signed by its authorized officer, the 30th day of October, 2000.

MSDW ELECTRONIC FINANCIAL SERVICES INC.

By: _____

President