

05-22-2001

5.14.01

TR/



101725353

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
 The Chase Manhattan Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation of the State of Delaware
 Other

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

2. Name and address of receiving party(ies):
 Name: J. P. Morgan Chase & Co.
 Address: 270 Park Avenue
 New York, New York

Individual(s) citizenship **05-14-2001**
 Association
 General Partnership
 Corporation of the State of Delaware
 Other

U.S. Patent & TMO/TM Mail Rept Dt. #10

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment
 Security Agreement Merger
 Other Change of Name

Execution Date: December 29, 2000

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	1,868,580

Additional numbers attached? Yes No

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

Name: Scott Hunsaker

Internal Address: Locke Liddell & Sapp LLP

Street Address: 600 Travis, Suite 3400

City: Houston State: TX Zip: 77002-3095

6. Total number of applications and registrations involved: 1

7. \$40.00 Total fee (37 C.F.R. 3.41)
 Enclosed
 Authorized to be charged to deposit account
 (any deficiency in enclosed fees)
 Authorized to be charged to deposit account

8. Deposit account number:
12-1322/082157-00029
 (DO NOT attach duplicate copy of this page even if paying by deposit account)

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.

Scott Hunsaker Scott Hunsaker May 10, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 5

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State of Delaware
Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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.

0691011 8100M

010170088



Harriet Smith Windsor
AUTHENTICATION: 1058178
Harriet Smith Windsor, Secretary of State

DATE: 04-06-01

TRADEMARK
REEL: 002299 FRAME: 0720

FROM RICHARDS, LAYTON & FINGER #8

(FRI) 12. 29' 00 11:20/ST. 11

STATE OF DELAWARE
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILED 11:10 AM 12/29/2000
001650988 - 0691011

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(e) 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.

FROM RICHARDS, LAYTON & FINGER #8

(FRI) 12. 29' 00 11:20/ST. 11:19/NO. 4862636386 P 3

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.

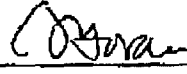
FROM RICHARDS, LAYTON & FINGER #3

(FRI) 12. 29' 00 11:20/ST. 11:19/NO. 4862636386 P 4

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

THE CHASE MANHATTAN CORPORATION

By: _____


Anthony J. Horan
Secretary