

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME OF CONVEYING PARTY</p> <p align="center">FMR CORPORATION</p> <p align="center">(Massachusetts corporation)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p align="center">FMR CORP.</p> <p align="center">82 Devonshire Street Boston, MA 02109</p> <p align="center">(Delaware corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p align="center">MERGER</p> <p>Execution Date: FEBRUARY 13, 2001</p>	
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.:</p> <p>Additional numbers attached? NO.</p>	<p>B. Trademark Registration Nos.</p> <p align="center">1573275</p> <p align="center">1580513</p> <p align="center">1793871</p> <p>Additional numbers attached? NO.</p>
<p>5. CORRESPONDENCE ADDRESS:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER & STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110 Tel. 617-426-5553</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>3</u></p> <p>7. TOTAL FEE DUE: \$ <u>90</u> The Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: 501427</p>

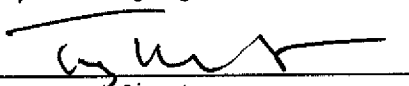
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9. STATEMENT AND SIGNATURE

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.

Timothy H. Hiebert

Name of Person Signing
4279z.01H


Signature

August 29, 2001

Signature Date

10. Total pages: 4

TRADEMARK

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REEL: 002318 FRAME: 0477

State of Delaware
Office of the Secretary of State

PAGE 1

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 OF "FMR CORP.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1035774

DATE: 03-21-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 02/13/2001
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CERTIFICATE OF MERGER

OF

FMR CORP.

(a corporation of the Commonwealth of Massachusetts)

WITH AND INTO

FMR CORP.

(a corporation of the State of Delaware)

FIRST: The names and states of incorporation of each of the constituent corporations are FMR Corp., a Massachusetts corporation ("FMR Massachusetts"), and FMR Corp., a Delaware corporation ("FMR Delaware").

SECOND: An Agreement and Plan of Merger (the "Agreement"), pursuant to which FMR Massachusetts will merge with and into FMR Delaware, and FMR Delaware shall be the surviving corporation (the "Surviving Corporation") of the merger, has been approved, adopted, certified, executed and acknowledged by FMR Massachusetts and FMR Delaware in accordance with section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the Surviving Corporation is FMR Corp., a Delaware corporation.

FOURTH: Article IV of the present Certificate of Incorporation of the Surviving Corporation is hereby amended to read in its entirety as set forth on Exhibit A attached hereto.

FIFTH: Sections 6.1 and 6.3 of Article VI of the present Certificate of Incorporation of the Surviving Corporation are hereby amended to read in their entirety as set forth on Exhibit B attached hereto.

SIXTH: The executed Agreement is on file at an office of the Surviving Corporation located at:

82 Devonshire Street
Boston, Massachusetts 02109
Attention: Jay Freedman, Secretary

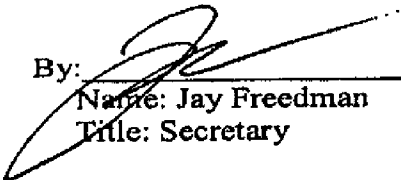
SEVENTH: A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

EIGHTH: The authorized capital stock of FMR Massachusetts is as set forth on Exhibit C attached hereto.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be signed this 12th day of February, 2001.

FMR CORP., a Delaware Corporation

By:



Name: Jay Freedman

Title: Secretary

*Signature Page
to
Certificate of Merger*