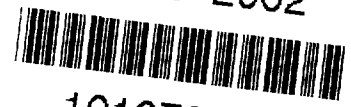


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies): PaineWebber Incorporated. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: UBS PaineWebber Inc. Internal Address: Legal Department, 10th Floor. Street Address: 1200 Harbor Boulevard. City: Weehawken State: NJ Zip: 07086.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other. Execution Date: March 5, 2001.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,664,362

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John J. Burke. Internal Address: Legal Department, 10th Floor. Street Address: 1200 Harbor Boulevard. City: Weehawken State: NJ Zip: 07086.

7. Total fee (37 CFR 3.41): \$ 40.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

8. Deposit account number: (Attach duplicate copy of this page 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. Includes signature and date 11/12/01.

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 AMENDMENT OF "PAINWEBBER INCORPORATED", CHANGING ITS NAME FROM "PAINWEBBER INCORPORATED" TO "UBS PAINWEBBER INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1245743

DATE: 07-16-01

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
PAINWEBBER INCORPORATED

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is PaineWebber Incorporated.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

ARTICLE I

NAME


The name of the corporation is:

UBS PaineWebber Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on *march 5, 2001*

By:   
Geraldine L. Banyai, Corporate Vice President

Attest:   
Richard P. Borovoy, Assistant Secretary