

**TRADEMARK RECORD
COVER SHEET**

08-30-2002



Attorney Docket No.
D384.20-0002

6

102206764

To the Honorable Commissioner of Patents and Trademarks: Please attach the original document or copy thereof.

1. Name of conveying party:
Dain Rauscher Corporation

Individual(s) Association

General Partnership Limited Partnership

Corporation-State of Delaware Other Explain

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

8.6.02

2. Name and address of receiving party(ies):

Name: RBC Dain Rauscher Corp.

Internal Address: _____

Street Address: 60 South Sixth Street

City Minneapolis State MN ZIP 55402

3. Nature of Conveyance:

Assignment Merger Security Agreement

Change of Name Other _____

Execution Date: October 24, 2001

Individual(s) Citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State of Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)

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

4A. Application No.(s)

Additional numbers attached? Yes No

4B. Registration No.(s)

1,798,880; 2,026,628; 2,296,701; 2,296,739

Additional numbers attached? Yes No

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

Name: Vytas M. Rimas, Esq.
KINNEY & LANGE, P.A.

Street Address: THE KINNEY & LANGE BUILDING
312 South Third Street

City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6)):.....\$ 115.00

8. Method of Payment

Enclosed

The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

08/29/2002 6TON11 00000159 1798880

01 FC:481 40.00 OP

02 FC:482 75.00 OP

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.

Vytas M. Rimas, Esq.
Name of Person Signing

Vytas Rimas
Signature

August 5, 2002
Date

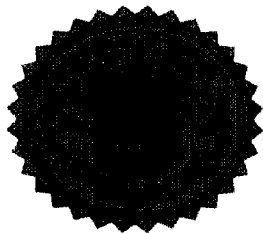
Total number of pages including cover sheet, attachments and document: [3]

Delaware

PAGE 1

The First 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 AMENDMENT OF "DAIN RAUSCHER CORPORATION", CHANGING ITS NAME FROM "DAIN RAUSCHER CORPORATION" TO "RBC DAIN RAUSCHER CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0795695 8100

AUTHENTICATION: 1815781

020350971

DATE: 06-06-02

TRADEMARK

REEL: 002573 FRAME: 0036

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DAIN RAUSCHER CORPORATION

The undersigned, Carla J. Smith, Secretary of Dain Rauscher Corporation, a Delaware Corporation (the "Corporation"), hereby certifies that:

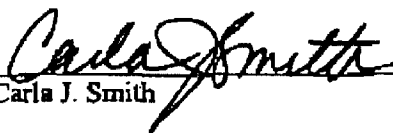
FIRST: The following resolution was duly adopted by the board of directors of the Corporation at a meeting held on October 24, 2001, pursuant to Section 242 of the Delaware General Corporation Law and further that such resolutions have not been subsequently modified or rescinded:

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the company's sole stockholder, Article I of the Amended and Restated Certificate of Incorporation is hereby amended to change the Company's name from Dain Rauscher Corporation to "RBC Dain Rauscher Corp."

SECOND: That in lieu of a meeting, the sole stockholder of the Corporation has given written consent to such amendment in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That this Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be effective on November 1, 2001.

IN WITNESS WHEREOF, the undersigned, the Secretary of Dain Rauscher Corporation, being duly authorized on behalf of Dain Rauscher Corporation, has executed this document as of October 24th, 2001.


Carla J. Smith

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 10/25/2001
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