


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Oppenheimer & Co., Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>CIBC Oppenheimer Corp.</u> Internal Address: _____ Street Address: <u>425 Lexington Ave.</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10017</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Merger and Change Of Name</u> Execution Date: <u>November 3, 1997</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____ B. Trademark Registration No.(s) <u>1390232 1311435</u> <u>1239737 1111059</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Andrew Goldner, Esq.</u> Internal Address: <u>Skadden, Arps, Slate, Meagher & Flom LLP</u> Street Address: <u>Four Times Square</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036-6522</u>			6. Total number of applications and registrations involved: 4		
7. Total fee (37 CFR 3.41).....\$ <u>115.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account			8. Deposit account number: <u>19-2385 (Our Ref. 074860/1)</u>		
DO NOT USE THIS SPACE					
9. Signature. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <u>Andrew Goldner</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>January 29, 2003</u> Date </div> </div>					
Total number of pages including cover sheet, attachments, and document: 4					

Mail documents to be recorded with required cover sheet information to:
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 11/03/1997
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P. 02

CERTIFICATE OF MERGER
OF
CIBC WOOD GUNDY SECURITIES CORP.
AND
OPPENHEIMER HOLDINGS, INC.
WITH AND INTO
OPPENHEIMER & CO., INC.

UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Oppenheimer & Co., Inc., a Delaware corporation ("OpCo"), hereby certifies to the following information relating to the merger of CIBC Wood Gundy Securities Corp., a New York corporation ("CIBC Wood Gundy") and Oppenheimer Holdings, Inc., a Delaware Corporation ("Holdings"), with and into OpCo, the surviving corporation, which will be renamed "CIBC Oppenheimer Corp." (the "Merger").

1. The names and states of incorporation of OpCo, Holdings and CIBC Wood Gundy, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Oppenheimer Holdings, Inc.	Delaware
Oppenheimer & Co., Inc.	Delaware
CIBC Wood Gundy Securities Corp.	New York

2. The Tri-Party Merger Agreement (the "Merger Agreement"), dated as of November 3, 1997, by and among CIBC Wood Gundy, Holdings and OpCo, 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 252 of the General Corporation Law of the State of Delaware or the provisions of Section 907 of the Business Corporation Law of the State of New York, as the case may be.

3. The name of the surviving corporation with respect to the Merger is Oppenheimer & Co., Inc., which shall be renamed "CIBC Oppenheimer Corp." (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of OpCo shall be the Certificate of Incorporation of the Surviving Corporation, except that ARTICLE FIRST therein shall be amended as follows:

"FIRST: The name of the Corporation is CIBC Oppenheimer Corp."

5. Pursuant to the Merger Agreement, the By-laws of OpCo shall be the By-laws of the Surviving Corporation and the directors and officers of the Surviving Corporation shall be the directors and officers set forth on Exhibit B to the Merger Agreement, until further modified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation and applicable law.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 425 Lexington Avenue, New York, New York 10017, and a copy of the Merger Agreement will be furnished by the Surviving Corporation without cost, upon the request of any stockholder of the Constituent Corporations.

7. The authorized capital stock of CIBC Wood Gundy is 5,000,000 shares of common stock par value \$.25 per share, of which 4,522,215 shares are issued and outstanding.

8. The effective date of the Merger shall be 11:59 p.m. on November 3, 1997, and in any event, after the consummation of the acquisition contemplated by the Stock Acquisition Agreement dated July 22, 1997, by and among CIBC Wood Gundy, Oppenheimer Equities, Inc. and Oppenheimer Group, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of on this 3rd day of November, 1997.

OPPENHEIMER & CO., INC.

By [Signature]
Name: Roger W. Einiger
Title: Exec. Vice Pres.

Attest: [Signature]
By [Signature]
Name: Robert I Kleinberg
Title: Secretary

OPPENHEIMER HOLDINGS, INC.

By [Signature]
Name: Roger W. Einiger
Title: Exce. Vice Pres.

Attest: [Signature]
By [Signature]
Name: Robert I Kleinberg
Title: Secretary

CIBC WOOD GUNDY SECURITIES CORP.

By Michael S. Rulle
Name: Michael S. Rulle
Title: Chairman & CEO

Attest:
By Henry Flowers
Name: Henry Flowers
Title: Secretary

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