

12-03-2002
102299684

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FOR TRADEMARKS

DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):
Aon Consulting, Inc.
11-25-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State MI
 Other _____

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

2. Name and address of receiving party(ies)
Name: Aon Consulting, Inc.
Internal Address: 600 Renaissance Center
Street Address: Suite 1270
City: DETROIT State: MI Zip: 48243

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NJ
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 04/21/1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 2029395

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Galen R. South
Internal Address: Aon Center
Law Department - 8th Floor
Street Address: 200 East Randolph Street
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

FINANCE SECTION
NOV 25 AM 7:40

DO NOT USE THIS SPACE

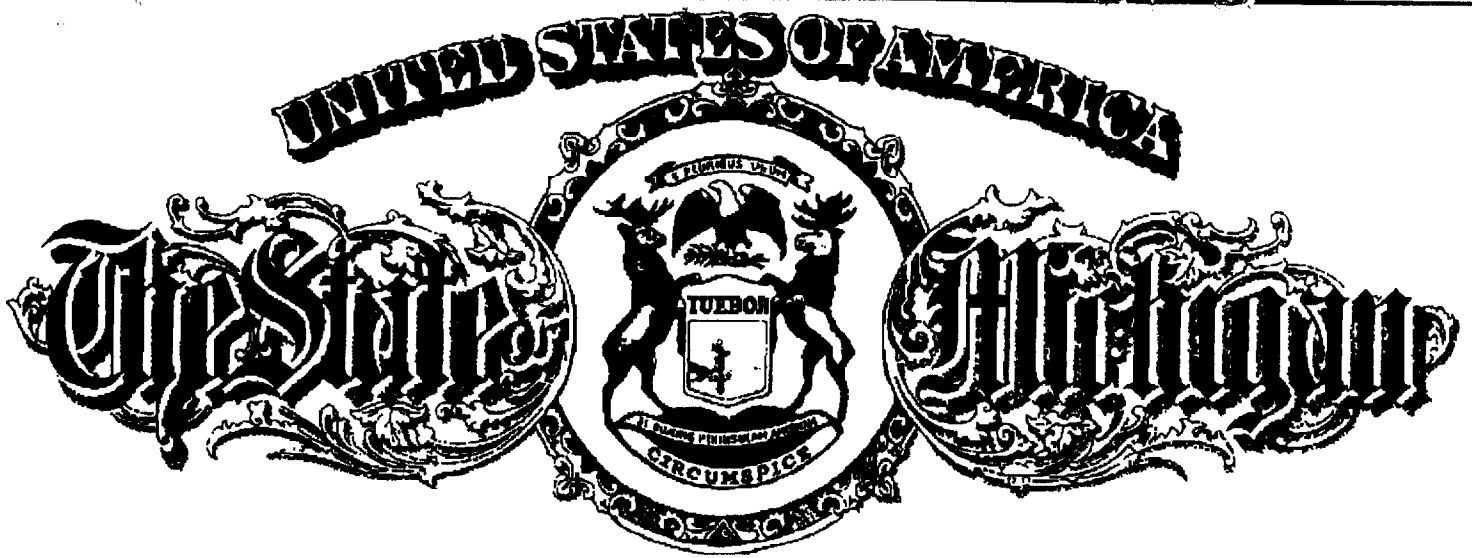
9. Signature.
Galen R. South Galen R. South 11/13/2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

12/02/2002 6TOM11 00000186 2029395
01 FC:8521 40.00 DP

TRADEMARK
REEL: 002625 FRAME: 0944



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21st day of April, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau
TRADEMARK

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

(FOR BUREAU USE ONLY)

APR 21 1998

FILED

APR 21 1998

Name: PH. 517-663-2525 Ref # 82441
 Address: Attn: Cheryl J. Bixby
 MICHIGAN RUNNER SERVICE
 City: P.O. Box 266
 Eaton Rapids, MI. 48827-0266

Administrator
 MI DEPT. OF CONSUMER & INDUSTRY SERVICES
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

* Document will be returned to the name and address you enter above ↑

CERTIFICATE OF MERGER / CONSOLIDATION
For use by Domestic Profit and/or NonProfit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

Aon Consulting, Inc.	248-196

b. The name of the surviving (new) corporation and its identification number is:

Aon Consulting, Inc. (formerly called Alexander & Alexander Benefits Services Inc.)	620-665
---	---------

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Aon Consulting, Inc. (a Michigan corporation)	Common 46,470	Common	Common
Aon Consulting, Inc. (a New Jersey corporation)	Common 1,111	Common	Common

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
 REEL: 002625 FRAME: 0946

PC
 10057) A A. 1.4499

2. (Complete for any profit corporation only)

a. The manner and basis of converting shares are as follows:

See Exhibit A

b. The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

c. The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

3. (Complete for any nonprofit corporation only)

a) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

b) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

c) State the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.

d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

e) Other provisions with respect to the merger (consolidation) are as follows:

4. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of New Jersey

the jurisdiction under which Aon Consulting, Inc. (formerly called Alexander & Alexander Benefits Services Inc.)
(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

5. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, 19_____.

1. TO BE COMPLETED BY MICHIGAN PROFIT CORPORATIONS ONLY (Complete entire page if Michigan corporation.)

a) The plan of merger was approved by the unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

b) The plan of merger was approved by

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 701 of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act:

AON CONSULTING, INC.
(a Michigan corporation)

Aon Consulting, Inc. (formerly called Alexander & Alexander Benefits Services Inc.)
(a New Jersey corporation)

By Jerome S. Hanner
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Jerome S. Hanner, Vice President
(Type or Print Name and Title)

By Jerome S. Hanner
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Jerome S. Hanner, Vice President
(Type or Print Name and Title)

7. TO BE COMPLETED BY MICHIGAN NONPROFIT CORPORATIONS ONLY

The plan of merger or consolidation was approved by

the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act:

the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act:

(Name of Corporation)

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name and Title)

(Name of Corporation)

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name and Title)

Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of Alexander & Alexander Benefits Services Inc. ("A&A") shall be and remain issued and outstanding. Each issued and outstanding share of stock of Aon Consulting, Inc. ("Aon") and each share of stock of Aon held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Aon, will surrender their certificates for cancellation.

PLAN OF MERGER FOR AON CONSULTING, INC. (A NEW JERSEY CORPORATION) AND AON CONSULTING, INC. (A MICHIGAN CORPORATION)

1. Parties: The parties to the merger are as follows: Aon Consulting, Inc., a New Jersey corporation ("Aon-NJ"), and Aon Consulting, Inc., a Michigan corporation ("Aon-MI").
2. Survivor: Aon-MI will merge into Aon-NJ; the surviving corporation shall be Aon-NJ.
3. Terms: At the Effective Time (defined below), and contemporaneously with the merger, Aon-MI will merge into Aon-NJ, Aon-NJ will merge Aon-MI into itself, and the separate existence of Aon-MI shall cease ("Merger"). Aon-NJ will assume all of the rights, liabilities and obligations of each of the merging companies. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of Aon-MI to Aon-NJ.
4. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of Aon-NJ shall be and remain issued and outstanding. Each issued and outstanding share of stock of Aon-MI and each share of stock of Aon-MI held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Aon-MI, will surrender their certificates for cancellation.
5. Officers & Directors: As of the Effective Time, the officers and directors of Aon-MI immediately prior to the Effective Time shall be removed, and the officers and directors of Aon-NJ immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal.
6. Effective Time: The Merger shall be effective on the date and at the time of filing the Articles of Merger with the proper departments of the states of incorporation of the companies.
7. Amendment and Termination: The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.