

02-25-2003



102372088

To the Honorable Commissioner of

original documents or copy thereof.

1. Name of conveying party(ies):

J.P. MORGAN SECURITIES INC.

02.20.03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 4/24/01

Name of receiving party(ies)

Name: J.P. MORGAN SECURITIES INC.

Internal

Address:

Street Address: 60 Wall Street

City: New York State: NY Zip: 10260

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1941690,

2001892, 2021491, 2629494

Additional number(s) attached Yes No

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

Name: Lanning G. Bryer

Internal Address:

Street Address: Ladas & Parry
26 West 61st Street

City: New York State: NY Zip: 10023

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Lanning G. Bryer

Name of Person Signing

Signature

2/12/03

Date

Total number of pages including cover sheet, attachments, and document: 11

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

02/24/2003 LAMUELLER 00000213 1941690

01 FC:8521
02 FC:8522

40.00 DP
75.00 DP

UNITED STATES OF AMERICA

POWER OF ATTORNEY

1941690

The undersigned hereby appoints, jointly and severally with full power of substitution:

STEPHEN A. GOLDSMITH
IAN JAY KAUFMAN
DANIEL F. ZENDEL
JOSEPH J. VILLAPOL
GEORGIA N. GOUNARIS
STEVEN M. PEREZ

ALLAN S. PILSON
ROBERT ALPERT
LANNING G. BRYER
DENNIS S. PRAHL
MARY A. MOY
NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

TECONS

No. 1941690
Dated: December 12, 1995

J.P. MORGAN SECURITIES INC.

[Corporate Seal]

By Jana C Berry [Title]
VP & SECRETARY

February 12, 2003
[Date]

Delaware

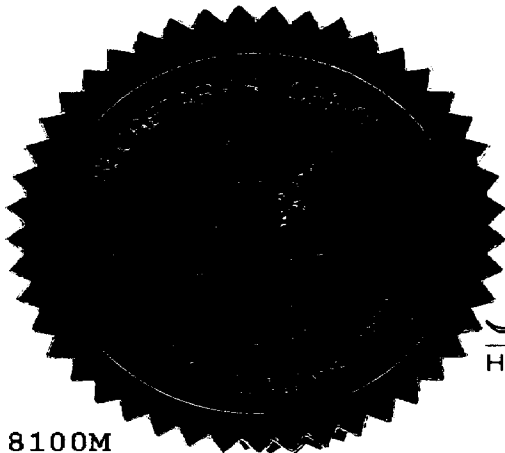
PAGE 1

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 MERGER, WHICH MERGES:

"J.P. MORGAN SECURITIES INC.", A DELAWARE CORPORATION, WITH AND INTO "CHASE SECURITIES INC." UNDER THE NAME OF "J.P. MORGAN SECURITIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF MAY, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2101092 8100M

AUTHENTICATION: 2245074

030077183

DATE: 02-05-03

TRADEMARK

REEL: 002676 FRAME: 0717

Certificate of Merger

of

J.P. Morgan Securities Inc.

into

Chase Securities Inc.

Under the

General Corporation Law of the State of Delaware

Pursuant to Section 251 of the General Corporation Law of the State of Delaware ("GCL"), Chase Securities Inc. ("Chase Securities") hereby certifies the following information relating to the merger of J.P. Morgan Securities Inc. ("Morgan Securities") with and into Chase Securities (the "Merger"):

1. The name and state of organization of each of the constituent entities of the merger (the "constituent entities") is as follows:

<u>Name</u>	<u>State</u>
Chase Securities Inc.	Delaware
J.P. Morgan Securities Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of April 2, 2001, between Chase Securities and Morgan Securities, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of subsection (c) of section 251 of the GCL.

3. The name of the surviving corporation in the Merger is Chase Securities Inc.

4. The Restated Certificate of Incorporation of the surviving corporation shall be the Restated Certificate of Incorporation of Chase Securities Inc., except that paragraph 1 shall be amended to read as follows: "The name of the corporation is J.P. Morgan Securities Inc."

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at 270 Park Avenue, New York, New York 10017.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent entity.

7. This Certificate of Merger, and the Merger provided for herein, shall become effective at 12:01 a.m. on May 1, 2001.

Dated: April 18, 2001

CHASE SECURITIES INC.

By 

Paul W. Brandow,
President