

05-14-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): Administrative Consultants, Inc. 92 Brookside Avenue Waterbury, Connecticut 06720

S-17.05

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

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

2. Name and address of receiving party(ies) Name: JLT Services Corporation Internal Address: Street Address: 13 Cornell Road City: Latham State: NY Zip: 12110

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York 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: 05/01/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1763236

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: JLT Services Corporation Internal Address: Street Address: 13 Cornell Road City: Latham State: NY Zip: 12110

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:

DO NOT USE THIS SPACE

9. Signature. LUPELLER 00000010 1763236 40.00 OP Patrick K. Greene Name of Person Signing

Signature

Date May 5, 2003

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002732 FRAME: 0232

FINANCE SECTION MAY 12 AM 7:05

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CERTIFICATE OF MERGER

OF

AT LEAST 90% OWNED SUBSIDIARY

1. The name of the surviving corporation in the merger is Jardine Group Services Corporation, a corporation organized and existing under the laws of the State of New York.

2. The Plan of Merger is as follows:

FIRST: Jardine Group Services Corporation, a corporation of the State of New York, owns all of the outstanding shares (of each class) of Administrative Consultants, Inc., a corporation of the State of Connecticut. The name under which Jardine Group Services Corporation was originally incorporated was Emmett & Chandler New York Inc.

SECOND: As to each subsidiary corporation, the designation and number of outstanding shares (of each class) and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Out- standing Shares</u>	<u>Number of Shares Owned by Survivor</u>
Administrative Consultants, Inc.	168 shares of common stock, par value \$10.00 per share	168 shares

THIRD: The terms and conditions of the proposed merger are as follows:

- (a) the shares of the subsidiary shall be surrendered and eliminated, and no consideration shall be given therefor.
- (b) the surviving corporation shall assume all of the liabilities and obligations of the subsidiary.
- (c) The by-laws of the surviving corporation shall remain unchanged.

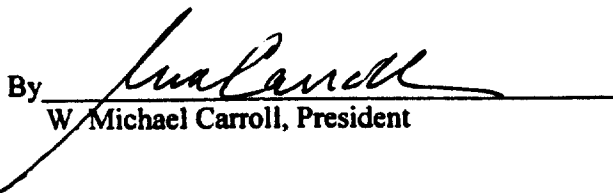
3. The Plan of Merger was approved by resolution adopted by the board of directors of Jardine Group Services Corporation.

4. The approval of the shareholders of the merging corporations was not required.
5. No amendment is made to the charter of the surviving corporation as part of the merger.
6. Jardine Group Services Corporation has complied with the applicable provisions of the laws of the State of New York, under which it is incorporated, and this merger is permitted by such laws.

Dated: April 28, 2000

JARDINE GROUP SERVICES CORPORATION

By



W. Michael Carroll, President

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

FOREIGN CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

Please see reverse for instructions

Space For Office Use Only

FILING #0002107470 PG 01 OF 02 VOL B-00335
FILED 05/05/2000 01:10 PM PAGE 02671
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION IN ITS STATE OR COUNTRY OF FORMATION:

Jardine Group Services Corporation

3. IF DIFFERENT FROM THE ABOVE, THE NAME UNDER WHICH CORPORATION TRANSACTS BUSINESS IN CONNECTICUT:

3. CHECK EITHER A. OR B.

A. The corporation is organized for profit. | B. The corporation is nonprofit.

4. STATE/COUNTRY OF INCORPORATION:

New York

5. DURATION: (CHECK ONE) PERPETUAL OTHER (SPECIFY) _____

6. THE CORPORATION HEREBY APPLIES FOR AN AMENDED CERTIFICATE OF AUTHORITY FOR THE FOLLOWING REASON(S):

A. The name of the corporation in its state or country of incorporation has been changed to:

JLT Services Corporation

B. The name stated in item A above is unavailable for use in Connecticut. The name under which the corporation shall transact business is:

C. The state or country of the corporation's incorporation has been changed to:

D. The corporation's duration has been changed to:

7. EXECUTION

Dated this 1st day of May, 2000.

Jay Scarborough
Print or type name of signatory

Vice President
Capacity of signatory


Signature

CT030 - 1/6/99 CT System Online

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of JLT SERVICES CORPORATION was filed on 01/13/1969, under the name of EMETT & CHANDLER NEW YORK INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment EMETT & CHANDLER NEW YORK INC., changing its name to JARDINE EMETT & CHANDLER NEW YORK INC., was filed 08/05/1986.

A Certificate of Amendment JARDINE EMETT & CHANDLER NEW YORK INC., changing its name to JARDINE INSURANCE BROKERS NEW YORK INC., was filed 04/09/1990.

A Certificate of Amendment JARDINE INSURANCE BROKERS NEW YORK INC., changing its name to JARDINE GROUP SERVICES CORPORATION, was filed 12/31/1999.

A Certificate of Amendment JARDINE GROUP SERVICES CORPORATION, changing its name to JLT SERVICES CORPORATION, was filed 05/01/2000.

Restated Certificate of Incorporation was filed on 05/01/2000.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of May
two thousand.


Special Deputy Secretary of State

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