

06-26-2003



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

1. Name of conveying party(ies):
The Chase Manhattan Corporation
6-20-03

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: J.P. Morgan Chase & Co.
Internal Address: _____
Address: _____
270 Park Avenue
Street Address: _____
City: NY State: NY Zip: 10017

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

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

Execution Date: 12/29/00

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

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
2079589

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jocelyn Schulman
 Internal Address: _____
06/26/2003 EDOOPER 00000061 060923 2079585
40.00 DA
 Street Address: Goodwin Procter
599 Lexington Avenue
 City: NY State: NY Zip: 10022

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:
06-0923

DO NOT USE THIS SPACE

9. Signature.
Jocelyn Schulman *Jocelyn Schulman* 6/19/03
 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

TRADEMARK
REEL: 002764 FRAME: 0693

CERTIFICATE OF MERGER
OF
THE CHASE MANHATTAN CORPORATION
UNDER SECTION 251 OF THE
GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, The Chase Manhattan Corporation, a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of J. P. Morgan & Co. Incorporated, a Delaware corporation ("J.P. Morgan"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
The Chase Manhattan Corporation	Delaware
J. P. Morgan & Co. Incorporated	Delaware

SECOND: The Agreement and Plan of Merger, dated as of September 12, 2000 (the "Merger Agreement"), between the Corporation and J.P. Morgan, 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 251 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation in the Merger is The Chase Manhattan Corporation, which as of the effective time of the Merger will change its name to J.P. Morgan Chase & Co. (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, except that such certificate of incorporation shall be as amended as follows:

1. Article FIRST is hereby amended to read in its entirety as follows:

"FIRST. The name of the Corporation is J.P. Morgan Chase & Co."

2. The voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock of the Corporation, as set forth in the Appendices to the certificate of incorporation of the Corporation, are hereby amended by deleting each reference therein to "THE CHASE MANHATTAN CORPORATION" and inserting in lieu thereof a reference to "J.P. MORGAN CHASE & CO." and by deleting each reference therein to "The Chase Manhattan Corporation" that refers to the Corporation and inserting in lieu thereof a reference to "J.P. Morgan Chase & Co."

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation located at 270 Park Avenue, New York, New York 10017.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. on December 31, 2000.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this
29th day of December, 2000.

THE CHASE MANHATTAN CORPORATION

By: 

Anthony J. Horan
Secretary

GOODWIN | PROCTER



Jocelyn Wolfe Schulman
Senior Legal Assistant
jschulman@
goodwinprocter.com

Goodwin Procter LLP
Counsellors at Law
599 Lexington Avenue
T: 212.459.7458
F: 212.355.3333

June 19, 2003

Via Federal Express

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordation form Cover Sheet

Dear Sir or Madam:

Enclosed please find for filing on behalf of our client, J.P. Morgan Chase & Co., a Merger recordation. We also enclose a Return Receipt Postcard.

Kindly charge the filing fee of \$40.00, and any fees incurred in excess of this amount to the Goodwin Procter LLP Deposit Account No. 06-0923. Two copies of this letter are enclosed.

To confirm filing, please date-stamp the enclosed self-addressed stamped Return Receipt Postcard and forward it to this office by return mail.

Very truly yours,

Jocelyn Wolfe Schulman
Senior Legal Assistant

Enclosures

"Federal Express" mailing label : <u>8297 6831 5052</u>
Date of Deposit <u>June 19, 2003</u>
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Commissioner of Patent and Trademarks Box Assignments Washington, D.C. 20231
<u>Jocelyn Wolfe Schulman</u>

Delaware

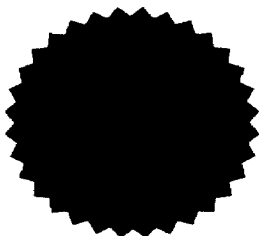
PAGE 1

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 & CO. INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "THE CHASE MANHATTAN CORPORATION" UNDER THE NAME OF "J.P. MORGAN CHASE & CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 11:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2194705

DATE: 01-09-03

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RECORDED: 06/20/2003

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