

RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) 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): <u>Morgan Stanley Dean Witter & Co.</u> <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 <u>Delaware</u> <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>Morgan Stanley</u> Internal Address: _____ Street Address: <u>1585 Broadway</u> City: <u>NY</u> State: <u>NY</u> Zip: <u>10036</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 _____	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 18, 2002</u>	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	
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	B. Trademark Registration No.(s) <u>2,205,089</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>Baila H. Celedonia</u> Internal Address: <u>Cowan, Liebowitz & Latman, PC</u> Street Address: <u>1133 Avenue of the Americas</u> City: <u>NY</u> State: <u>NY</u> Zip: <u>10036</u>	6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>03-3415</u> (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <u>Baila H. Celedonia</u> <u>Baila H. Celedonia</u> <u>January 14, 2004</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>8</u>		

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CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Francine Mantovani
Name: Francine Mantovani

Date: January 14, 2004

Delaware

PAGE 1

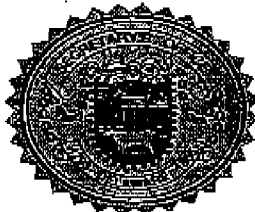
The First State

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 OWNERSHIP, WHICH MERGES:

"MORGAN STANLEY NC INC.", A DELAWARE CORPORATION,

WITH AND INTO "MORGAN STANLEY DEAN WITTER & CO." UNDER THE NAME OF "MORGAN STANLEY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 2002, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTIETH DAY OF JUNE, A.D. 2002, AT 12:01 O'CLOCK A.M.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2018076

DATE: 10-03-02
TRADEMARK

REEL: 002778 FRAME: 0037

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:15 PM 06/18/2002
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ROM RICHARDS, LAYTON & FINGER#8

**CERTIFICATE OF OWNERSHIP AND MERGER
MORGAN STANLEY NC INC.
INTO
MORGAN STANLEY DEAN WITTER & CO.**

Morgan Stanley Dean Witter & Co., a corporation incorporated under the laws of the State of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware, does hereby certify that it owns all the capital stock of Morgan Stanley NC Inc., a corporation incorporated under the laws of the State of Delaware ("NC"), and that the Corporation, by resolutions of its board of directors duly adopted on June 18, 2002, determined to merge NC into itself, which resolutions provide in relevant part as follows:

WHEREAS, the Corporation owns all the outstanding stock of Morgan Stanley NC Inc., a corporation organized and existing under the laws of the State of Delaware ("NC"), and desires to merge NC into itself and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, effective at the time specified in the Certificate of Ownership and Merger filed in respect thereof (the "Effective Time"), that the Corporation merge NC into itself and assume all NC's liabilities and obligations; and

FURTHER RESOLVED, that it is intended that the merger of NC into the Corporation qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and that these resolutions constitute a plan of reorganization within the meaning of Section 368; and

FURTHER RESOLVED, that, at any time prior to the Effective Time, the merger may be amended, modified, terminated or abandoned by action of the Corporation's Board of Directors; and

FURTHER RESOLVED, that, at the Effective Time, Article I of the Corporation's Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

Article I
Name

The name of the Corporation (which is hereafter referred to as the "Corporation") is Morgan Stanley.

FURTHER RESOLVED, that each officer of the Corporation is authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of this

HARDS, LAYTON & FINGER#8

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resolution, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that in connection with changing the Corporation's name, each officer of the Corporation is authorized, in the name and on behalf of the Corporation, to enter into any agreements with the office of the Secretary of State of the State of Delaware, and to make and execute such additional certificates and to file the same in the office of the Secretary of State of the State of Delaware, in each case as may, in his or her judgment, be required or advisable; and

FURTHER RESOLVED, that in order for the Corporation to comply with all applicable regulations and requirements of federal, state, local and foreign governmental agencies and exchanges, each officer of the Corporation is authorized, in the name and on behalf of the Corporation, to prepare, execute and file or cause to be filed all reports, statements, documents, undertakings, commitments and information with any exchange or governmental agency or agencies as may, in his or her judgment, be required or advisable in connection with the merger or the Corporation's name change; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, change the name in which the Corporation is qualified to do business, in such jurisdictions as it is qualified, to reflect the change in the Corporation's name; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, use any alternate name, fictitious name, assumed name or other name in such jurisdictions as the Corporation is qualified, if such officer determines it is necessary or desirable for the Corporation to use an alternate name, fictitious name, assumed name or other name; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, the Bylaws of the Corporation shall be and hereby are amended by deleting the name "Morgan Stanley Dean Witter & Co." from the Heading and substituting therefor the name "Morgan Stanley"; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to prepare, execute and file a listing application or supplemental listing application, and such other documents, and to take such steps, as may be necessary or desirable, with the New York Stock Exchange and if such officers determine it required or advisable, any other exchanges on which the Corporation has listed securities, to reflect the change in the Corporation's name; and

FROM RICHARDS, LAYTON & FINGER#8

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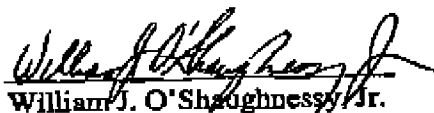
FURTHER RESOLVED, that all actions to be taken or heretofore taken by any officer or agent of the Corporation in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that each officer of the Corporation is authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, and to certify as having been adopted by this Board of Directors any form of resolution required by any law, regulation or agency, in order to effectuate the purpose of the foregoing resolutions or any of them or to carry out the transactions contemplated hereby.

This Certificate of Ownership and Merger, and the merger provided for herein, shall not become effective until, and shall become effective at, 12:01 a.m. on June 20, 2002.

IN WITNESS WHEREOF, Morgan Stanley Dean Witter & Co. has caused this certificate to be signed by its authorized officer, the 18th day of June, 2002.

MORGAN STANLEY DEAN WITTER & CO.

By: 
William J. O'Shaughnessy, Jr.
Assistant Secretary

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**CERTIFICATE
OF
MORGAN STANLEY DEAN WITTER & CO.**

(PURSUANT TO 8 DEL.C. §102(a)(1))


Morgan Stanley Dean Witter & Co., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The Corporation is filing herewith a Certificate of Ownership and Merger to change the name of the Corporation to Morgan Stanley.

II. The total assets of the Corporation, as defined in subsection (i) of §503 of the General Corporation Law of the State of Delaware, are not less than \$10,000,000.

IN WITNESS WHEREOF, Morgan Stanley Dean Witter & Co. has caused this Certificate to be executed by its authorized officer, on this 18th day of June, 2002.

MORGAN STANLEY DEAN WITTER & CO.


Name: William J. O'Shaughnessy, Jr.
Title: Assistant Secretary