

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

J&H Marsh & McLennan, Inc.

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

Citizenship (see guidelines) Delaware

Execution Date(s) June 1, 1999

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: Marsh USA Inc.

Internal Address: _____

Street Address: 1166 Avenue of the Americas

City: New York

State: N.Y.

Country: USA Zip: 10036

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware USA
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,193,182

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kim A. Walker, Esq.

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York

State: New York Zip: 10019-6099

Phone Number: (212) 728-8000

Fax Number: (212) 728-8111

Email Address: kwalker@willkie.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2405

Authorized User Name Kim A. Walker, Esq.

9. Signature: Kim A. Walker October 6, 2004
Signature Date

Kim A. Walker Total number of pages including cover sheet, attachments, and document: 5
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 232405 2193182

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "J&H MARSH & MCLENNAN, INC.", CHANGING ITS NAME FROM "J&H MARSH & MCLENNAN, INC." TO "MARSH USA INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999 AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

0151709 8100

991217304

AUTHENTICATION: 9776843

DATE: 06-01-99

TRADEMARK
REEL: 002955 FRAME: 0340

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF

J&H MARSH & MCLENNAN, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, J&H Marsh & McLennan, Inc., a Delaware corporation (the "Corporation"), the undersigned does hereby certify as follows:

FIRST: The name of the Corporation is J&H Marsh & McLennan, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 16, 1923.

SECOND: The Board of Directors of the Corporation has duly adopted this Certificate of Amendment to the Certificate of Incorporation in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware.

THIRD: The sole stockholder of the Corporation has duly adopted this Certificate of Amendment to the Certificate of Incorporation in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

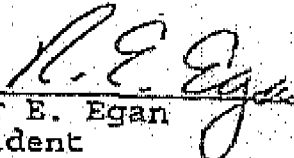
FOURTH: Article First of the Certificate of Incorporation of the Corporation shall be amended as follows:

First: The name of this corporation is "Marsh USA Inc."

TRADEMARK

REEL: 002955 FRAME: 0341

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Incorporation on behalf of the Corporation on this 1st day of June, 1999 and affirms that the statements made herein are true under penalties of perjury.



Roger E. Egan
President