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



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

<p>1. Name of conveying party(ies)/Execution Date(s):</p> <p>J. P. Morgan &amp; Co., Inc. <u>7.12.04</u> 270 Park Avenue New York, New York 10017</p> <p><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 Delaware <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Execution Date(s) <u>March 2, 2004</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name <u>The Chase Manhattan Corporation</u> Internal _____ Address: _____ Street Address <u>270 Park Avenue</u> City <u>New York</u> State <u>New York</u> Country <u>USA</u>      Zip <u>10017</u></p> <p><input type="checkbox"/> Association      Citizenship _____ <input type="checkbox"/> General Partnership      Citizenship _____ <input type="checkbox"/> Limited Partnership      Citizenship _____ <input checked="" type="checkbox"/> Corporation      Citizenship <u>DELAWARE</u> <input type="checkbox"/> Other _____      Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	

<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1,288,247</u></p> <p>Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p> <p><u>CORPORATE CHALLENGE</u></p>
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<p>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Dana Breitman</u> Internal Address: <u>Goodwin Procter, LLP</u> Street Address: <u>599 Lexington Avenue</u> City: <u>New York</u> State: <u>New York</u>      Zip: <u>10022</u> Phone Number: <u>212-813-8800</u> Fax Number: <u>212-355-3333</u> Email Address: <u>dbreitman@goodwinprocter.com</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$ <u>\$40</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card      Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>060923</u> Authorized User Name <u>Dana Breitman</u></p>
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9. Signature: [Signature]      7/6/04  
Signature      Date

DANA BREITMAN  
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be filed to (703) 398-5895, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

07/14/2004 6T0N11 00000103 060923 1288247  
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# Delaware

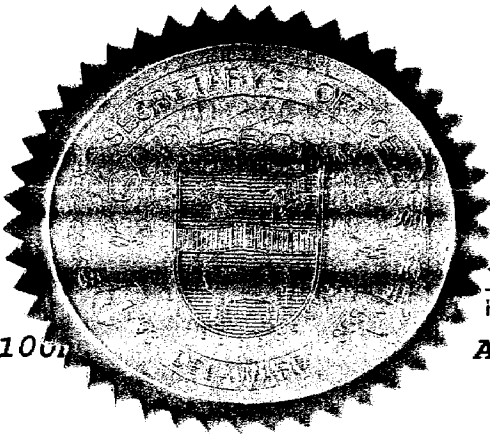
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## The First State

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: 2965129

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DATE: 03-02-04

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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.

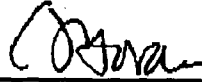
**SEVENTH:** This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. on December 31, 2000.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this

29<sup>th</sup> day of December, 2000.

THE CHASE MANHATTAN CORPORATION

By: \_\_\_\_\_



Anthony J. Horan  
Secretary