

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):

Bank One Corporation
1 Bank One Plaza
Chicago, IL 60670

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

Citizenship (see guidelines) Delaware

Execution Date(s) June 30, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: J.P. Morgan Chase & Co.

Internal

Address: _____

Street Address: 270 Park Avenue

City: New York

State: NY

Country: U.S.A. Zip: 10017

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- 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)

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

A. Trademark Application No.(s) 76/503,417
76/499,279; 76/503,416; 76/503,415

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

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

MAXIMUM STRENGTH BANKING; FLEXIBLE REWARDS; FLEXIBLE REWARDS SELECT

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

Name: Dana Breitman

Internal Address Goodwin Procter LLP

Street Address: 599 Lexington Avenue

City: New York

State: NY Zip: 10022

Phone Number: 212.813.8800

Fax Number: 212.355.3333

Email Address: dbreitman@goodwinprocter.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- 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 06-0923

Authorized User Name Dana Breitman

9. Signature:



Signature

February 8, 2005

Date

Dana Breitman

Name of Person Signing

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

6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5966, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

TRADEMARK

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Delaware

PAGE 1

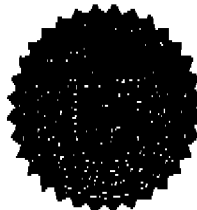
The First State

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:

"BANK ONE CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "J.P. MORGAN CHASE & CO." 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 THIRTIETH DAY OF JUNE, A.D. 2004, AT 12:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3206141

DATE: 06-30-04

TRADEMARK

REEL: 003030 FRAME: 0033

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 12:46 PM 06/30/2004
 FILED 12:41 PM 06/30/2004
 SRV 04048267 - 0691011 FILE

**CERTIFICATE OF MERGER OF
 BANK ONE CORPORATION
 WITH AND INTO
 J.P. MORGAN CHASE & CO.
 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, J.P. Morgan Chase & Co., a Delaware corporation ("JPMorgan Chase"), hereby certifies the following information relating to the merger of Bank One Corporation, a Delaware corporation ("Bank One"), with and into JPMorgan Chase (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>
J.P. Morgan Chase & Co.	Delaware
Bank One Corporation	Delaware

SECOND: The Agreement and Plan of Merger, dated as of January 14, 2004 (the "Merger Agreement"), between JPMorgan Chase and Bank One, 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 name of the surviving corporation in the Merger is J.P. Morgan Chase & Co. (the "Surviving Corporation").

FOURTH: The certificate of incorporation of JPMorgan Chase shall be the certificate of incorporation of the Surviving Corporation, except that the first paragraph of Article FOURTH is hereby amended to read in its entirety as follows:

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is NINE BILLION TWO HUNDRED MILLION, of which TWO HUNDRED MILLION shares shall be shares of preferred stock of the per value of \$1 per share (hereinafter called "Preferred Stock") and NINE BILLION shares shall be shares of common stock of the per value of \$1 per share (hereinafter called "Common Stock").

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 12:01 a.m. on July 1, 2004.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this
30th day of June, 2004.

J.P. MORGAN CHASE & CO.

By: /s/ Anthony J. Horan
Anthony J. Horan
Secretary

State of New York)
) ss.
County of New York)

NOTARIAL CERTIFICATE

I, Catherine Harper, a Notary Public for the State of New York, do hereby certify that attached hereto is a true and correct copy of the original Certificate of Merger, which merges Bank One Corporation, a Delaware Corporation with and into J.P. Morgan Chase & Co., also a Delaware Corporation, as filed in the Office of the Secretary of State of the State of Delaware on the 30th day of June 2004, and effective the 1st day of July, 2004.

Catherine Harper

Notary Public

CATHERINE HARPER
Notary Public, State of New York
No. 01HA5017515
Qualified in Kings County
~~Certificate Filed in New York County~~
Commission Expires 07/20 05

Date: _____

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