

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2000 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------|----------|----------------|-----------------------|
| The Chase Manhattan Corporation | | 12/29/2000 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------|
| Name: | J.P. Morgan Chase & Co. |
| Street Address: | 270 Park Avenue |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10017 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------|----------|-----------|
| Serial Number: | 74515414 | READY PAY |

CORRESPONDENCE DATA

Fax Number: (212)355-3333
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-813-8800
 Email: dbreitman@goodwinprocter.com
 Correspondent Name: Dana Breitman
 Address Line 1: 599 Lexington Avenue
 Address Line 4: New York, NEW YORK 10022

| | |
|-------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 100144.137950 |
| NAME OF SUBMITTER: | Dana Breitman |
| Signature: | /danabreitman/ |

CH \$40.00 74515414

Date:

11/08/2005

Total Attachments: 4

source=Chase to JPMC#page1.tif

source=Chase to JPMC#page2.tif

source=Chase to JPMC#page3.tif

source=Chase to JPMC#page4.tif

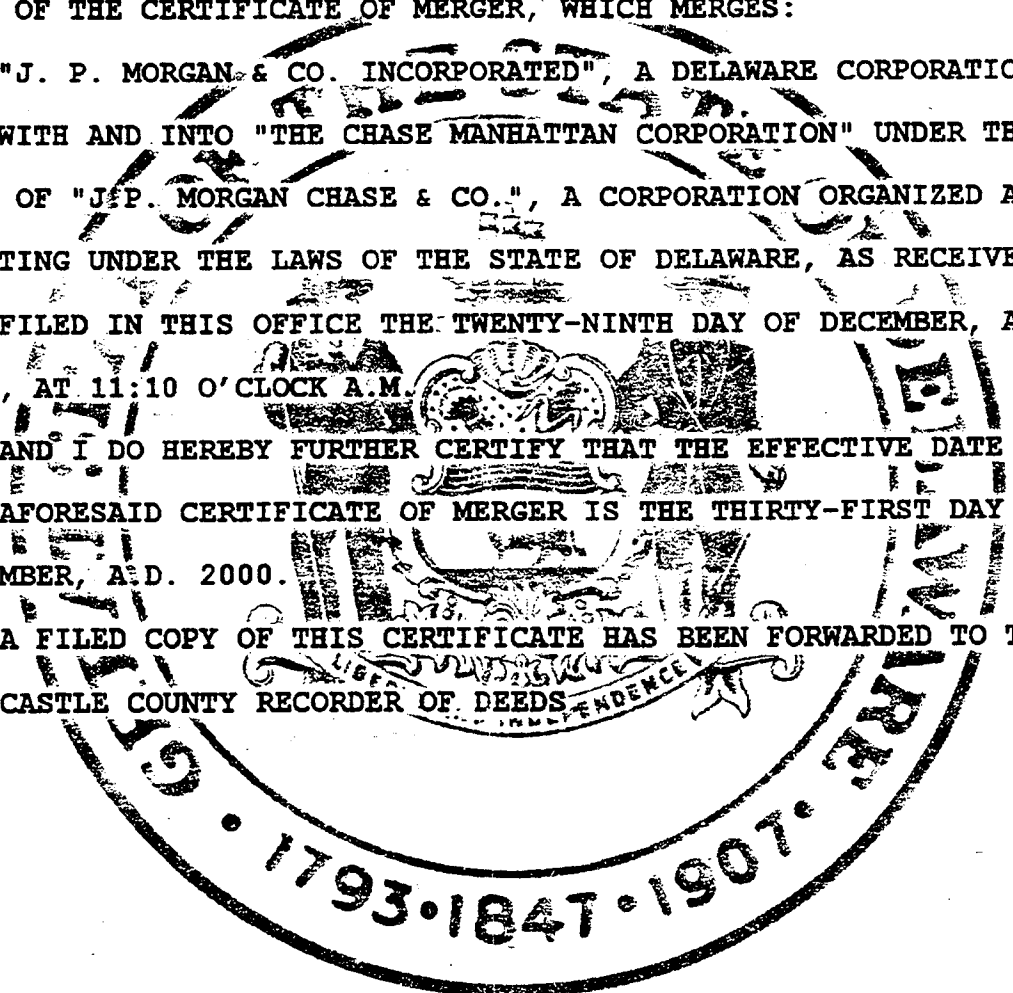
Office of the Secretary of State

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 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.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0885428

0691011 8100M

001650988

DATE: 12-29-00

TRADEMARK
REEL: 003190 FRAME: 0185

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