

03-05-1999

3-2-99

TRAD



100979672

Original documents or copies

To the Honorable Commissioner of Patents and Trademark thereof.

1. Name of conveying party(ies):

Van Kampen American Capital, Inc.  
(a Delaware corporation)

Individual                       Association  
 General Partnership         Limited Partnership  
 Corporation-State  
 Other: \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement            Change of Name  
 Other: \_\_\_\_\_

Execution Date: July 10, 1998

2. Name and address of receiving party(ies):

Van Kampen Investments Inc.  
One Parkview Plaza  
Oakbrook Terrace, Illinois 60181-4486

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & addresses attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	1,305,297                      2,053,210
	2,060,447                      2,137,633

Additional numbers attached?  Yes  No

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

Lawrence M. Jarvis  
McAndrews, Held & Malloy, Ltd.  
Citicorp Center, 34<sup>th</sup> Floor  
500 West Madison Street  
Chicago, Illinois 60661

6. Total number of applications and registrations involved: **FOUR**

7. Total fee (37 CFR 3.41): \$ 115.00

Check enclosed

Authorized to be charged to deposit account

8. Deposit account number: 13-0017

(Attach duplicate copy of this page if paying by deposit account)

03/04/1999 DNGUYEN 00000210 1305297

FC:481                      40.00 OP  
FC:482                      75.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.  
*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.*

Signature and Registration Number: [Signature] - 27,341                      Date: February 25, 1999

Name of Person Signing: Lawrence M. Jarvis

Total number of pages including cover sheet, attachments and document: **3**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
VK/AC HOLDING, INC.  
INTO  
VAN KAMPEN AMERICAN CAPITAL, INC.**

VK/AC Holding, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 5<sup>th</sup> day of October, 1992, pursuant to the General Corporation Laws of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of stock of Van Kampen American Capital, Inc., a corporation incorporated on the 2<sup>nd</sup> day of October, 1992 pursuant to the General Corporation Laws of the State of Delaware.

THIRD: That the directors of VK/AC Holding, Inc. by the following resolutions of its Board of Directors adopted on July 10, 1998, by the unanimous written consent of its members, filed with the minutes of the Board, determined to merge itself into said Van Kampen American Capital, Inc.

RESOLVED, that VK/AC Holding, Inc. merge, and hereby it does merge itself into said Van Kampen American Capital, Inc. which assumes all of the obligations of VK/AC Holding, Inc.

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FURTHER RESOLVED, that the sole stockholder of VK/AC Holding, Inc., has approved the merger by unanimous written consent.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Van Kampen American Capital, Inc. and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State or Delaware, which may in anyway necessary or proper to effect said merger.

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FURTHER RESOLVED, that the merger is to be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the name of the surviving corporation be changed by changing Article First of the Certificate of Incorporation of the surviving corporation to read as follows:

**ARTICLE FIRST: The name of the corporation is Van  
Kampen Investments Inc.**

FURTHER RESOLVED, that the terms and conditions of the merger as follows: (a) each share of Common Stock of Van Kampen American Capital, Inc. authorized and issued at the time immediately prior to the

date of the merger shall be canceled (b) each share of common stock of VK/AC Holding, Inc. authorized and issued at the time immediately prior to the date of merger shall be converted into and become one (1) share of Common Stock of the Surviving Corporation, which shall be validly issued, fully paid and nonassessable.

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of VK/AC Holding, Inc.

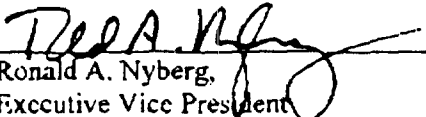
FIFTH: The Certificate of Incorporation of Van Kampen American Capital, Inc. is amended as follows: **ARTICLE FIRST: The name of the corporation is Van Kampen Investments Inc.**

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of VK/AC Holding, Inc. any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said VK/AC Holding, Inc., has caused this Certificate to be signed by Ronald A. Nyberg, it's Executive Vice President, this 10<sup>th</sup> day of July, 1998.

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VK/AC HOLDING, INC.,  
A Delaware corporation

By   
Ronald A. Nyberg,  
Executive Vice President

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