

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Vastera, Inc.	04/01/2005
RECEIVING PARTY DATA	
Name:	JPMorgan Chase Vastera Inc.
Street Address:	45025 Aviation Drive, Suite 300
City:	Dulles
State/Country:	VIRGINIA
Postal Code:	20166
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	09957465
CORRESPONDENCE DATA	
Fax Number:	(202)778-2201
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	lcouch@hunton.com
Correspondent Name:	Hunton & Williams
Address Line 1:	1900 K Street, N.W.
Address Line 2:	Intellectual Property Department
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006-1109
ATTORNEY DOCKET NUMBER:	72167.000594
NAME OF SUBMITTER:	Harry L. Laxton

CH \$40.00 09957465

Total Attachments: 7
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Delaware

PAGE 1

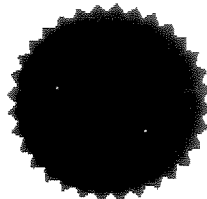
The First State

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:

"JPM MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "VASTERA, INC." UNDER THE NAME OF "JPMORGAN CHASE VASTERA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2005, AT 8:31 O'CLOCK A.M.

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

2644419 8100M
050264901



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3782594

DATE: 04-01-05

**CERTIFICATE OF MERGER
OF
JPM MERGER SUB INC.
INTO
VASTERA, INC.**

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

Vastera, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Vastera, Inc.	-	Delaware
JPM Merger Sub Inc.	-	Delaware

SECOND: An Agreement and Plan Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is Vastera, Inc., except that at the effective time of the merger its name shall be changed to JPMorgan Chase Vastera Inc.

FOURTH: The Amended and Restated Certificate of Incorporation of Vastera, Inc. shall be the Certificate of Incorporation of the surviving corporation, except that at the effective time of the merger the Amended and Restated Certificate of Incorporation of Vastera, Inc. shall be amended and restated in full as set forth on Exhibit A hereto.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation, 45025 Aviation Drive, Suite 300, Dulles, VA 20166. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this merger shall be effective upon the filing of this Certificate of Merger.

[Signature Page Follows.]

IN WITNESS WHEREOF, Vastera, Inc. has caused this Certificate of Merger to be executed in its corporate name this 1st day of April, 2005.

VASTERA, INC.

By: 
Name: Paul Simpson
Title: President

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

JPMORGAN CHASE VASTERA INC.

ARTICLE I

The name of this Corporation shall be JPMorgan Chase Vastera Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of the registered agent at that address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The aggregate number of shares that the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, par value \$0.01 per share.

ARTICLE V

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE VI

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action

further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal of or amendment to this Article VI shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or amendment.

ARTICLE VII

To the maximum extent permitted by law, the Corporation shall fully indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding.

To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party to is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving as the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employees benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding.

The Corporation shall, if so requested by a director or officer, advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE X

A. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected, and until their successors have been duly elected and qualified; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the Delaware General Corporation Law.

B. Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, at a meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office until the next succeeding annual meeting of stockholders of the Corporation and until his or her successor shall have been duly elected and qualified.

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XII

Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of the capital stock required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least two-thirds (2/3) of the combined voting power of all of the then-outstanding shares of the Corporation entitled to vote shall be required to alter, amend or repeal Articles X or XII or any provisions thereof.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.