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Form PTO-1594 (Rev. 06/04)  
OMB Collection 0951-0027 (exp. 8/30/2006)

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):**  
 J.P. Morgan & Co., Inc.  
 270 Park Avenue  
 New York, New York 10017  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_  
 Citizenship (see guidelines) \_\_\_\_\_  
 Execution Date(s) March 2, 2004  
 Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
 Additional names, addresses, or citizenship attached?  No  
 Name The Chase Manhattan Corporation  
 Internal Address: \_\_\_\_\_  
 Street Address 270 Park Avenue  
 City New York  
 State New York  
 Country USA 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)

**3. Nature of conveyance:**  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**  
 A. Trademark Application No.(s) \_\_\_\_\_  
 B. Trademark Registration No.(s) 1,268,247  
 Additional sheet(s) attached?  Yes  No

**5. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**  
CORPORATE CHALLENGE

**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: New York 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:** 1  
**7. Total fee (37 CFR 2.0(b)(5) & 3.41) \$ \$40**  
 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 060923  
 Authorized User Name Dana Breitman

**9. Signature:** [Signature] Signature  
DANA BREITMAN Name of Person Signing

Date 7/6/04  
 Total number of pages including cover sheet, attachments, and documents: 5

Documents to be recorded (including cover sheet) should be sent to (703) 368-5385, or mailed to: Mail Stop Assignment Recordation Service, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

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# Delaware

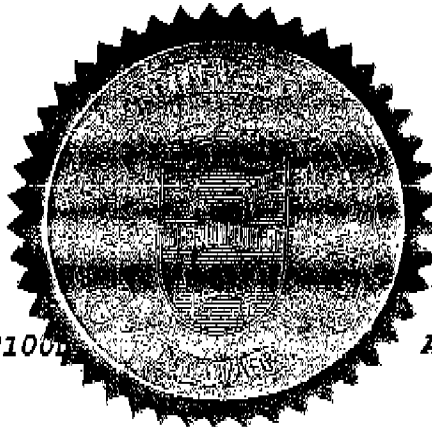
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*The First State*

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 03 04 TRADEMARK

REEL: 002885 FRAME: 0950

STATE OF DELAWARE  
 DIVISION OF CORPORATIONS  
 FILED 11:10 AM 12/29/2000  
 001650988 - 0691011

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