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| FORM COVER SHEET MARKS ONLY U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office | |
| 06-17-1998 Tab 56 To it 100740605 Alex. Brown & Sons, Incorporated | |
| 1. Name: <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State/Maryland <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2. Name and address of receiving party(ies): Name: <u>BT Securities Corporation</u> Internal Address: <u>One Bankers Trust</u> Street Address: <u>130 Liberty Street</u> City: <u>New York</u> State: <u>NY</u> ZIP: <u>10006</u> <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name Execution Date: <u>August 29, 1997</u> | 4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark registration No.(s) <u>1,951,147</u> <u>2,145,023</u> <u>2,117,856</u> Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Karen C. Maher, Esq.</u> Internal Address: <u>Piper & Marbury L.L.C.</u> Street Address: <u>1200 Nineteenth St., NW</u> City: <u>Washington</u> State: <u>DC</u> ZIP: <u>20036</u> | 6. Total number of applications and registrations involved: <u>3</u> 7. Total fee (37 CFR 3.41): \$ <u>90.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account) |
| 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. <u>Karen C. Maher</u> Name of Person Signing <u>[Signature]</u> Signature <u>June 21, 1998</u> Date Total number of pages comprising cover sheet: <u>1</u> | |
| OMB No. 0651-0011 (exp. 4/94) Do not detach this portion | |
| Mail documents to be recorded with required cover sheet information to: 06/16/1998 SSMT/H 00000124 1951147 40.00 DP 50.00 DP Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231 Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503. | |

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TRADEMARK REEL: 1741 FRAME: 0300

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:

"ALEX. BROWN & SONS INCORPORATED", A MARYLAND CORPORATION, WITH AND INTO "BT SECURITIES CORPORATION" UNDER THE NAME OF "BT ALEX. BROWN INCORPORATED", 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 AUGUST, A.D. 1997, AT 12:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2063548 8100M

971400627

AUTHENTICATION: 8773917

DATE: 11-24-97

TRADEMARK
REEL: 1741 FRAME: 0301

8-29-97

CERTIFICATE OF MERGER

of

ALEX. BROWN & SONS INCORPORATED

Into

BT SECURITIES CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---------------------------------|-------------------------------|
| Alex. Brown & Sons Incorporated | Maryland |
| BT Securities Corporation | Delaware |

SECOND: That a plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is BT Securities Corporation, which shall hereinwith be changed to BT Alex. Brown Incorporated.

FOURTH: That the Certificate of Incorporation, as amended and restated attached hereto, of BT Securities Corporation, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One Bankers Trust Plaza (130 Liberty Street), New York, NY 10006.

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Alex. Brown & Sons Incorporated consisting of 7,000,000 shares, of which 5,000,000 are shares of common stock, par value \$1.00 per share, 1,000,000 are shares of common stock (non-voting), par value \$1.00 per share, and 1,000,000 are shares of preferred stock, par value \$1.00 per share, are extinguished pursuant to this Certificate of Merger effective at 12:02 a.m. on September 1, 1997.

Dated: August 29, 1997

BT SECURITIES CORPORATION

By: Howard M. Schneider
Howard M. Schneider
President

ATTEST:

By: James T. Byrne, Jr.
James T. Byrne, Jr.
Secretary

TRADEMARK
REEL: 1741 FRAME: 0303

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BT SECURITIES CORPORATION

* * * * *

BT Securities Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The present name of the corporation and the name under which the corporation was originally incorporated is BT Securities Corporation (hereinafter referred to as the "Corporation"). The date of filing the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is June 6, 1985. The name of the Corporation is being changed to BT Alex. Brown Incorporated by the filing of this Amended and Restated Certificate of Incorporation.

2. The Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by striking out Article 1 thereof and by substituting in lieu thereof new Article FIRST, by deleting Article 5 thereof in its entirety, by adding new Articles FIFTH, AND SIXTH, and by renumbering remaining Articles 2, 3, 4, 6, 7, 8 and 9 thereof as new Articles SECOND, THIRD, FOURTH, SEVENTH,

TRADEMARK
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EIGHTH, NINTH and TENTH, respectively, which are set forth in the Amended and Restated Certificate of Incorporation hereinafter provided for.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended and restated hereby to read as herein set forth in full:

"AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BT ALEX. BROWN INCORPORATED

* * * * *

FIRST: The name of the corporation is BT ALEX.
BROWN INCORPORATED.

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

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) and the par value of each of such shares is Ten Dollars (\$10.00), amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

FIFTH: No dividend shall be declared or paid which shall impair the capital of the Corporation nor shall any distribution of assets be made to any stockholder unless the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital. A director shall be fully protected in relying upon the books of account of the Corporation or statements prepared by any of its officers as to the value and amount of the assets, debts, liabilities and capital of the Corporation, or other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

SIXTH: (1) Whenever a holder of shares of voting stock of the Corporation is required to be approved by the constitution or rules of the New York Stock Exchange or any other securities exchange, board of trade, commodities exchange, clearing corporation or association, or similar

organization in which the Corporation has membership privileges (collectively referred to as the "Exchange") and such holder fails or ceases to be so approved, the Corporation shall promptly redeem or convert to a fixed income security all or any part of the outstanding shares of voting stock of the Corporation owned by any such holder as may be necessary to reduce such holder's ownership of voting stock of the Corporation below that level which enables such holder to exercise controlling influence over the management or policies of the Corporation. Any fixed income security so issued shall have a face value equal to the aggregate net book value of the shares of voting stock of the Corporation so exchanged, as determined by the Board of Directors. Such fixed income security shall not be convertible into any security of the Corporation having general voting powers.

(2) Whenever shares of voting stock of the Corporation are to be exchanged as provided in paragraph 1 of this Article SIXTH, the Corporation shall provide written notice of such exchange to the holder thereof at its address as it appears on the books of the Corporation, by registered mail at least 30 days in advance of the date designated for such exchange (hereinafter referred to as the "Exchange Date"). Such notice shall state the time and place of the exchange and the number of shares to be

exchanged. After the notice of exchange has been given and the Board of Directors has duly authorized the fixed income security to be issued in exchange for the shares of voting stock of the Corporation, the holder of such shares shall surrender on the Exchange Date the certificate or certificates for the shares so required to be exchanged. Notwithstanding that any certificate for shares required to be exchanged has not been surrendered for exchange, such person shall cease to possess after the Exchange Date any of the rights of holders of voting stock of the Corporation with respect to such shares called for exchange, except the right to received such fixed income security. Nothing herein shall be deemed to affect the right of any such holder to sell or otherwise dispose of its shares of voting stock of the Corporation prior to the Exchange Date and in the event the holder, before the Exchange Date, sells or otherwise disposes of the number of shares required to be exchanged, the exchange shall not take place.

(3) The net book value of any shares of stock of the Corporation exchangeable for a fixed income security pursuant to the provision of paragraph 1 of this Article SIXTH shall be determined by the Corporation as of the end of the month used by the Corporation for accounting purposes next following the month used by the Corporation for accounting purposes during which the event occurs which

gives rise to such right and option of the Corporation, or as of the close of the fiscal year of the Corporation in which such event occurs, whichever shall occur earlier, irrespective of when the Corporation receives actual knowledge of the event giving rise thereto.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

NINTH: (1) Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

(2) Meetings of stockholders may be held within or without the State of Delaware, as the by-laws 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 by-laws of the Corporation.

TENTH: 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 upon stockholders herein are granted subject to this reservation.

4. The Amended and Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Howard M. Schneider, its President, and attested by James T. Byrne, its Secretary, this 29th day of August, 1997.

BT SECURITIES CORPORATION

By Howard M. Schneider
President

ATTEST:

By James T. Byrne
Secretary

TRADEMARK

-7- REEL: 1741 FRAME: 0310

this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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BT SECURITIES CORPORATION

By Howard M. Schneider
President

ATTEST:

By James T. Byrne
Secretary

TRADEMARK
REEL: 1741 FRAME: 0311

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 RESTATED CERTIFICATE OF "BT SECURITIES CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1997, AT 12:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971400627

AUTHENTICATION: 8773919

DATE: 11-24-97

TRADEMARK
REEL: 1741 FRAME: 0312

82997

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BT SECURITIES CORPORATION

* * * * *

BT Securities Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The present name of the corporation and the name under which the corporation was originally incorporated is BT Securities Corporation (hereinafter referred to as the "Corporation"). The date of filing the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is June 6, 1985. The name of the Corporation is being changed to BT Alex. Brown Incorporated by the filing of this Amended and Restated Certificate of Incorporation.

2. The Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by striking out Article 1 thereof and by substituting in lieu thereof new Article FIRST, by deleting Article 5 thereof in its entirety, by adding new Articles FIFTH, AND SIXTH, and by renumbering remaining Articles 2, 3, 4, 6, 7, 8 and 9 thereof as new Articles SECOND, THIRD, FOURTH, SEVENTH,

TRADEMARK
REEL: 1741 FRAME: 0313

EIGHTH, NINTH and TENTH, respectively, which are set forth in the Amended and Restated Certificate of Incorporation hereinafter provided for.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended and restated hereby to read as herein set forth in full:

"AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BT ALEX. BROWN INCORPORATED

* * * * *

FIRST: The name of the corporation is BT ALEX.
BROWN INCORPORATED.


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

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) and the par value of each of such shares is Ten Dollars (\$10.00), amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).


FIFTH: No dividend shall be declared or paid which shall impair the capital of the Corporation nor shall any distribution of assets be made to any stockholder unless the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital. A director shall be fully protected in relying upon the books of account of the Corporation or statements prepared by any of its officers as to the value and amount of the assets, debts, liabilities and capital of the Corporation, or other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

SIXTH: (1) Whenever a holder of shares of voting stock of the Corporation is required to be approved by the constitution or rules of the New York Stock Exchange or any other securities exchange, board of trade, commodities exchange, clearing corporation or association, or similar



organization in which the Corporation has membership privileges (collectively referred to as the "Exchange") and such holder fails or ceases to be so approved, the Corporation shall promptly redeem or convert to a fixed income security all or any part of the outstanding shares of voting stock of the Corporation owned by any such holder as may be necessary to reduce such holder's ownership of voting stock of the Corporation below that level which enables such holder to exercise controlling influence over the management or policies of the Corporation. Any fixed income security so issued shall have a face value equal to the aggregate net book value of the shares of voting stock of the Corporation so exchanged, as determined by the Board of Directors. Such fixed income security shall not be convertible into any security of the Corporation having general voting powers.

(2) Whenever shares of voting stock of the Corporation are to be exchanged as provided in paragraph 1 of this Article SIXTH, the Corporation shall provide written notice of such exchange to the holder thereof at its address as it appears on the books of the Corporation, by registered mail at least 30 days in advance of the date designated for such exchange (hereinafter referred to as the "Exchange Date"). Such notice shall state the time and place of the exchange and the number of shares to be



exchanged. After the notice of exchange has been given and the Board of Directors has duly authorized the fixed income security to be issued in exchange for the shares of voting stock of the Corporation, the holder of such shares shall surrender on the Exchange Date the certificate or certificates for the shares so required to be exchanged. Notwithstanding that any certificate for shares required to be exchanged has not been surrendered for exchange, such person shall cease to possess after the Exchange Date any of the rights of holders of voting stock of the Corporation with respect to such shares called for exchange, except the right to received such fixed income security. Nothing herein shall be deemed to affect the right of any such holder to sell or otherwise dispose of its shares of voting stock of the Corporation prior to the Exchange Date and in the event the holder, before the Exchange Date, sells or otherwise disposes of the number of shares required to be exchanged, the exchange shall not take place.

(3) The net book value of any shares of stock of the Corporation exchangeable for a fixed income security pursuant to the provision of paragraph 1 of this Article SIXTH shall be determined by the Corporation as of the end of the month used by the Corporation for accounting purposes next following the month used by the Corporation for accounting purposes during which the event occurs which

gives rise to such right and option of the Corporation, or as of the close of the fiscal year of the Corporation in which such event occurs, whichever shall occur earlier, irrespective of when the Corporation receives actual knowledge of the event giving rise thereto.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

NINTH: (1) Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

(2) Meetings of stockholders may be held within or without the State of Delaware, as the by-laws 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 by-laws of the Corporation.

TENTH: 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 upon stockholders herein are granted subject to this reservation.

4. The Amended and Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Howard M. Schneider, its President, and attested by James T. Byrne, its Secretary, this 29th day of August, 1997.

BT SECURITIES CORPORATION

By Howard M. Schneider
President

ATTEST:

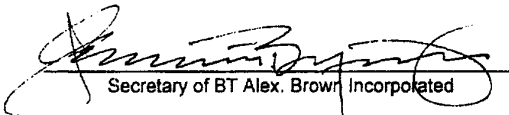
By James T. Byrne
Secretary



CERTIFICATE OF THE SECRETARY

I, James T. Byrne, Jr., Secretary of BT Alex. Brown Incorporated, a corporation duly organized and existing under the laws of the State of Delaware, United States of America, do hereby certify that attached hereto as Exhibit A and B, respectively, are a true and correct copy of the Certificate of Merger of Alex. Brown & Sons Incorporated Into BT Securities Corporation and Amended and Restated Certificate of Incorporation of BT Securities Corporation, which reflect the name change of BT Securities Corporation to BT Alex. Brown Incorporated. The originals of these documents were filed with the State of Delaware Office of the Secretary of State on August 29, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of BT Alex. Brown Incorporated this 29th day of April, 1998.


Secretary of BT Alex. Brown Incorporated

(S E A L)

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

Sworn to before me this 29th day
of April, 1998.

Notary Public

RECORDED: 06/09/1998

TRADEMARK
REEL: 1741 FRAME: 0320