

03/24/00

04-24-2000

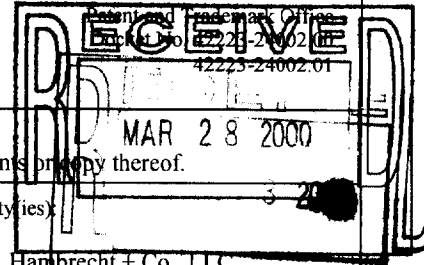
U.S. DEPARTMENT OF COMMERCE



101330475

ER SHEET

NY



To the Commissioner of Patents and Trademarks: Please record the attached original documents and copy thereof.

1. Name of conveying party(ies):

W.R. Hambrecht & Co., LLC

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership
- Other a California limited liability company

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

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

Name: W.R. Hambrecht + Co., LLC
 Internal Address:
 Street Address: 550 15th Street
 City: San Francisco, State: California ZIP: 94103

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: _____
- Other: a Delaware limited liability company

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date:

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

75535988

75979051

B. Registration No.(s)

Additional numbers attached? Yes No

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

Lynn M. Humphreys
 Morrison & Foerster LLP
 425 Market Street
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 2

7. Total fee (37 C.F.R. § 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 42223-24002

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952

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.

Name: Lynn M. Humphreys

3/24/00
Date

Total number of pages comprising cover sheet, attachments and document: 4

04/24/2000 TTOM11 00000134 75535988

01 FC-481
02 FC-482

40.00 DP
25.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"W.R. HAMBRECHT & CO., LLC", A CALIFORNIA LIMITED LIABILITY COMPANY.

WITH AND INTO "W.R. HAMBRECHT + CO., LLC" UNDER THE NAME OF "W.R. HAMBRECHT + CO., LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9845153

07-02-99

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991271559

**CERTIFICATE OF MERGER
OF
W.R. HAMBRECHT & CO., LLC,
A CALIFORNIA LLC
INTO
W.R. HAMBRECHT + CO., LLC,
A DELAWARE LLC**

(Under Section 18-209 of the Limited Liability Company Act of the State of Delaware)

W.R. HAMBRECHT + CO., LLC, a Delaware limited liability company ("Delaware LLC"), hereby certifies that:

1. The constituent limited liability companies are:
 - a. W.R. HAMBRECHT & CO., LLC, a California limited liability company ("California LLC"); and
 - b. W.R. HAMBRECHT + CO., LLC, a Delaware limited liability company ("Delaware LLC").
2. An agreement of merger has been approved and executed by California LLC and Delaware LLC.
3. The name of the surviving limited liability company is W.R. HAMBRECHT + CO., LLC.
4. The agreement of merger is on file at the principal place of business of Delaware LLC at 550 15th Street, San Francisco, California 94103.
5. A copy of the agreement of merger will be furnished by Delaware LLC, on request and without cost, to any member of California LLC or Delaware LLC.

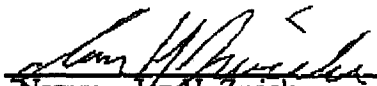
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/01/1999
991271559 - 3047504

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6/4/99/GK/161183.1

IN WITNESS WHEREOF, W.R. HAMBRECHT + CO., LLC has caused this certificate to be signed by its Manager on the 30th day of June, 1999.

W.R. HAMBRECHT + CO., LLC,
a Delaware limited liability company

By: W.R. HAMBRECHT + CO., INC.,
a Delaware corporation,
its Manager

By: 
Name: Jay H. Zwicker
Title: President

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