

TRADEMARKS ONLY

5-20-03

05-23-2003



102455205

To the Honorable Commissioner of Patents and Trademarks: Please record the attach

1. Name of conveying party(ies):

DB Alex. Brown LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other: Delaware Limited Liability Company

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

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

Name: Deutsche Banc Alex. Brown Inc.

Street Address: One South Street MS 1/24/06

City: Baltimore State: MD ZIP: 21202

- Individual(s) citizenship, Association, General Partnership of, Limited Partnership of, Corporation-State: Delaware, Other

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

3. Nature of conveyance:

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

Execution Date: January 4, 2001

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

A. Trademark Application No.(s)

75/808,122

B. Trademark Registration No.(s)

2,117,856 2,663,586 2,145,023

Additional numbers attached Yes No

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

Name: Ann K. Ford, Esq.

Internal Address: PIPER RUDNICK LLP

Street Address: 1200 Nineteenth Street, NW

City: Washington State: DC ZIP: 20036

05/22/2003 DBYRNE 00000077 75808122

01 FC:6521 40.00 DP 02 FC:6522 75.00 DP

6. Total number of applications and registrations involved: 4

7. Total fee (37 C.F.R. § 3.41). \$ 115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

501150

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

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

Ann K. Ford, Esq. Name of Person Signing

Signature

Date

5/20/03

Total no. of pages incl. cover sheets, attachments, and document: 2

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

CERTIFICATE OF MERGER

OF

DB ALEX. BROWN LLC
(a Delaware Limited Liability Company)

INTO

DEUTSCHE BANK SECURITIES INC.
(a Delaware Corporation)

Pursuant to Section 264(c) of the Delaware General Corporation Law, the undersigned, being the surviving constituent entity, hereby certifies as follows:

FIRST: The name of the surviving constituent entity is **DEUTSCHE BANK SECURITIES INC.**; its state of incorporation is Delaware.

SECOND: The name of the non-surviving constituent entity is **DB ALEX. BROWN LLC**; its state of organisation is Delaware.

THIRD: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Section 264(c) of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of the surviving constituent entity is amended to change the name of the corporation by striking paragraph **FIRST** of the Certificate of Incorporation in its entirety and inserting the following new paragraph **FIRST** as follows:

"FIRST: The name of the corporation is **DEUTSCHE BANC ALEX. BROWN INC.**"

FIFTH: A copy of the Agreement and Plan of Merger is on file at the office of the surviving constituent entity: 31 West 52nd Street, New York, New York 10019.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 01/04/2001
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SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving constituent entity, on request and without cost, to any stockholder of the constituent corporation or member of the constituent limited liability company.

SEVENTH: This merger shall be effective on the close of business January 12, 2001.

IN WITNESS WHEREOF, this Certificate is hereby executed as of the 4th day of January, 2001.

DEUTSCHE BANK SECURITIES INC.
(a Delaware Corporation)

By: 
Name: T.J. GAVENDA
Title: CHIEF FINANCIAL OFFICER

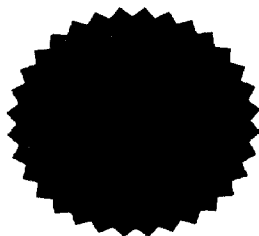
Delaware

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 OF "DEUTSCHE BANK SECURITIES INC.", CHANGING ITS NAME FROM "DEUTSCHE BANK SECURITIES INC." TO "DEUTSCHE BANC ALEX. BROWN INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JANUARY, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0777646 8100

AUTHENTICATION: 2303376

030165108

DATE: 02-12-03

RECORDED: 05/20/2003

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