

No. F1904
編號



COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF REGISTRATION
OF CHANGE OF NAME OF OVERSEA COMPANY
海外公司更改名稱登記證明書

I hereby certify that
本人謹此證明

JPMORGAN CHASE BANK

which was incorporated in United States of America
在 美利堅合眾國

and has been registered in Hong Kong under Part XI of the Companies
註冊成立，並根據香港公司條例第XI部在香港登記
Ordinance, has changed its corporate name and is now registered
後，經已更改名稱。上述公司現時的登記名稱
under the name of
為

JPMorgan Chase Bank, National Association

Issued by the undersigned on 29 November 2004.

本證明書於二〇〇四年十一月二十九日簽發。

CERTIFIED TRUE COPY

Cynthia WM Wong
Assistant Corporate Secretary
JPMorgan Chase Bank, N.A.

MISS I. POON
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 潘敏思 代行)



Comptroller of the Currency
Administrator of National Banks

Large Bank Licensing, MS 7-13
250 E Street, S.W.
Washington, DC 20219

November 4, 2004

OCC Control Nr. 2004-ML-02-0006

Mr. Joseph R. Bielawa
Assistant General Counsel
Legal Department
J.P. Morgan Chase & Company
270 Park Avenue, Floor 39
New York, New York 10017

Dear Mr. Bielawa:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of Bank One, National Association, Chicago, Illinois, Charter Nr. 8, and, Bank One, National Association, Columbus, Ohio, Charter Nr. 7621, into and under the charter and title of JPMorgan Chase Bank, National Association, New York, New York, Charter Nr. 24542, effective November 13, 2004

The resulting bank, JPMorgan Chase Bank, National Association, New York, New York, Charter Nr. 24542, has elected to retain the main office site of Bank One, National Association, Columbus, Ohio, Charter Nr. 7621, as the main office of the resulting bank. Accordingly, this letter also serves as the official authorization for JPMorgan Chase Bank, National Association, Columbus, Ohio, Charter Nr. 24542, to operate the other head offices of the above listed merging banks as branches of the resulting bank at the following sites:

Popular Name : Chicago Main Branch
Certificate Nr. : 128936A
Address : 1 Bank One Plaza
Chicago, Illinois 60670

Popular Name : New York Main Branch
Certificate Nr. : 128937A
Address : 270 Park Avenue
New York, New York 10017

Merger Certificate

JPMorgan Chase Bank, National Association, New York, New York

Bank One, National Association, Chicago, Illinois

Bank One, National Association, Columbus, Ohio

200-ML-02-0006

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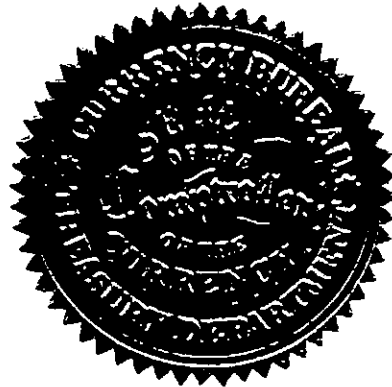
Branch authorizations previously granted to the merging banks automatically convey to the resulting bank and will not be reissued. Please furnish a copy of this certificate to personnel responsible for branch administration.

The OCC also authorizes the resulting bank, should the merger occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. 32.4(a) at the end of the quarter following consummation of the merger.

Sincerely,



Richard T. Erb
Licensing Manager





I, James C.P. Berry, a Vice President, Assistant General Counsel and Assistant Corporate Secretary of JPMorgan Chase Bank, hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of JPMorgan Chase Bank (the "Bank"), a New York state chartered bank, on the 12th day of July 2004. I further certify that the said resolutions, at the date hereof, are still in full force and effect.

RESOLVED, that this Bank recommends to the Bank's sole shareholder, JPMorgan Chase, approval of the Bank Merger and the form of the Plan and Agreement of Merger (the "Merger Agreement"), in substantially the form attached hereto as Exhibit A.

RESOLVED, that the proposal that this Bank be converted into a national banking association, be and the same hereby is, in all respects approved.

RESOLVED, that the Board of Directors declares it advisable that new Articles of Association of the resulting national banking association be adopted to read in their entirety substantially in the form attached hereto as (i) Exhibit B (specifying the headquarters as New York, New York) to be effective upon conversion and until the Bank Merger and (ii) Exhibit C (specifying the headquarters as Columbus, Ohio) to be effective upon the Bank Merger.

RESOLVED, that the Board of Directors declares it advisable that new By-laws of the resulting national banking association be adopted to read in their entirety substantially in the form attached hereto as Exhibit D to be effective upon the conversion.

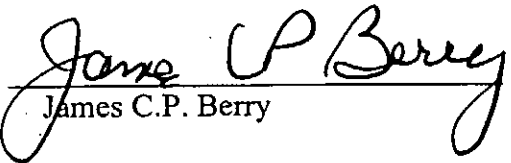
RESOLVED, that the merger of Bank One Illinois and Bank One Ohio with and under the national bank charter of this Bank is hereby authorized and approved subject to the receipt of all applicable regulatory approvals, and in respect thereof, the form of the Merger Agreement, in substantially the form attached hereto as Exhibit A, together with any changes therein as the officer executing the same shall approve, his/her signature thereto to be conclusive evidence of such approval, is in all respects authorized and approved.

RESOLVED, that the appropriate officers of this Bank be, and each of them hereby is, authorized for and on behalf of this Bank to execute and deliver the Merger Agreement, said appropriate officers being

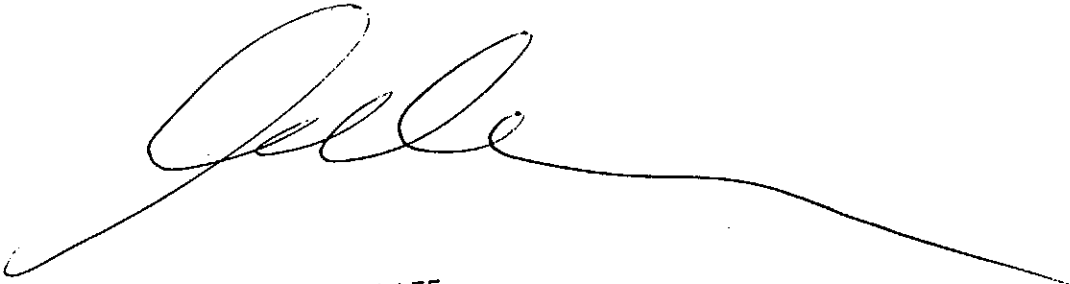
authorized and empowered to make such changes thereto as any of them, with the advice of counsel, may deem necessary or advisable, the execution and delivery of the Merger Agreement by any of such officers to evidence conclusively his or her approval or adoption thereof and the approval or adoption thereof by this Board of Directors.

RESOLVED, that the appropriate officers of this Bank, and its counsel, be, and each of them hereby is, authorized to file all such applications, notices, certificates, documents and other instruments as shall appear to such officers to be necessary or appropriate, with any federal, state, local or foreign governmental authorities required in connection with the conversion and the Bank Merger.

WITNESS my hand and the seal of JPMorgan Chase Bank as of this 24 day of October 2004.


James C.P. Berry

Attachments


EUI SUN LISA LEE
Notary Public, State of New York
No. 01LE5051515
Qualified in New York County
Commission Expires Nov. 6, 2005

Rec'd on 8/11/04

CERTIFICATE OF
BANK ONE, NATIONAL ASSOCIATION (CHICAGO)

I, Marie I. Jordan, DO HEREBY CERTIFY that I am a duly elected and qualified Assistant Cashier of Bank One, National Association (Chicago), a national banking association duly organized and existing under the laws of the United States of America (the "Association").

I further certify that attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted on May 25, 2004, by the Board of Directors of the Association, and that said resolutions have not been amended or rescinded and are in full force and effect.

IN WITNESS WHEREOF, I have subscribed my name affixed the seal of this Association this 15th day of October 2004.



Marie I. Jordan
Marie I. Jordan
Assistant Cashier

Bank One, N.A.
Consent of the Board of Directors

EXHIBIT A

The undersigned, being the entire Board of Directors of Bank One, N.A., Chicago, Illinois, a national banking association, hereby consent in writing without a meeting, pursuant to the authority of Article III, Section 12 of its By-Laws, to the adoption of the following resolutions:

RESOLVED, that the merger of Bank One, National Association, Chicago, Illinois ("the Bank"), and Bank One, National Association, Columbus, Ohio with and under the national bank charter of JPMorgan Chase Bank (the "Merger") and with a title to be determined is hereby authorized and approved subject to the receipt of all applicable regulatory approvals, and in respect thereof, the forms of the Agreement and Plan of Merger (the "Merger Agreement"), in substantially the form thereof presented to this meeting, together with any changes therein as the officer executing the same shall approve, his/her signature thereto to be conclusive evidence of such approval, is in all respects authorized and approved.

FURTHER RESOLVED, that the proper officers of the Bank be, and each of them hereby is, authorized and directed for and on behalf of the Bank to execute and deliver the Merger Agreement, said proper officers being authorized and empowered to make such changes thereto as any of them, with the advice of counsel, may deem necessary or advisable, the execution and delivery of the Merger Agreement by any of such officers to evidence conclusively his or her approval or adoption thereof and the approval or adoption thereof by this Board of Directors.

FURTHER RESOLVED, that the appropriate officers of the Bank, and its counsel, be, and each of them hereby is, authorized and directed to file all such applications, notices, certificates, documents and other instruments as shall appear to such officers to be necessary or appropriate, with any federal, state, local or foreign governmental authorities required in connection with the Merger.

FURTHER RESOLVED, that each of the above resolutions relating to the Merger and the Merger Agreement shall be contingent upon the completion of the merger of Bank One Corporation with and into J. P. Morgan Chase & Co.