First: The name of the Corporation is JPMorgan Chase & Co.; the Corporation was originally incorporated as Chemical New York Corporation.

Second: The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware in Dover, Delaware, on the 28th day of October, 1968.

Third: This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of Delaware and only restates and integrates and does not further amend the provisions of the Corporation’s Restated Certificate of Incorporation as heretofore restated, amended and supplemented. There is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

Fourth: The text of the Restated Certificate of Incorporation of the Corporation, as amended, is hereby restated to read in full, as follows:

FIRST. The name of the Corporation is JPMorgan Chase & Co.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limiting in any manner the scope and generality of the foregoing, the Corporation shall have the following purposes and powers:

(1) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, dependency, possession or municipality thereof, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, and as owner thereof to possess and exercise all
the rights, powers and privileges of ownership, including the right to execute consents and vote thereon;

(2) to make, establish and maintain investments in securities, and to supervise and manage such investments;

(3) to cause to be organized under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, dependency, possession or municipality thereof, one or more corporations, firms, organizations, associations or other entities and to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(4) to acquire by purchase or exchange, or by transfer to or by merger or consolidation with the Corporation or any corporation, firm, organization, association or other entity owned or controlled, directly or indirectly, by the Corporation, or to otherwise acquire, the whole or any part of the business, good will, rights or other assets of any corporation, firm, organization, association or other entity, and to undertake or assume in connection therewith the whole or any part of the liabilities and obligations thereof, to effect any such acquisition in whole or in part by delivery of cash or other property, including securities issued by the Corporation, or by any other lawful means;

(5) to make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith;

(6) to aid by loan, subsidy, guaranty or in any other lawful manner any corporation, firm, organization, association or other entity of which any securities are in any manner directly or indirectly held by the Corporation or in which the Corporation or any such corporation, firm, organization, association or entity may be or become otherwise interested; to guarantee the payment of dividends on any stock issued by any such corporation, firm, organization, association or entity; to guarantee or, with or without recourse against any such corporation, firm, organization, association or entity, to assume the payment of the principal of, or the interest on, any obligations issued or incurred by such corporation, firm, organization, association or entity; to do any and all other acts and things for the enhancement, protection or preservation of any securities which are in any manner, directly or indirectly, held, guaranteed or assumed by the Corporation, and to do any and all acts and things designed to accomplish any such purpose;

(7) to borrow money for any business, object or purpose of the Corporation from time to time, without limit as to amount; to issue any kind of evidence of indebtedness, whether or not in connection with borrowing money, including evidences of indebtedness convertible into stock of the Corporation, to secure the payment of any evidence of indebtedness by the creation of any interest in any of the property or rights of the Corporation, whether at that time owned or thereafter acquired;
(8) to render service, assistance, counsel and advice to, and to act as representative or agent in any capacity (whether managing, operating, financial, purchasing, selling, advertising or otherwise) of, any corporation, firm, organization, association or other entity; and

(9) to engage in any commercial, financial, mercantile, industrial, manufacturing, marine, exploration, mining, agricultural, research, licensing, servicing, or agency business not prohibited by law, and any, some or all of the foregoing.

The term “securities” as used in this Certificate of Incorporation shall mean any and all notes, stocks, treasury stocks, bonds, debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral-trust certificates, preorganization certificates or subscriptions, transferable shares, investment contracts, voting trust certificates, certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights, or, in general, any interests or instruments commonly known as “securities”, or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guaranties of, or warrants or rights to subscribe to or purchase, any of the foregoing.

The purposes and powers specified in the foregoing paragraphs shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other paragraph in this Certificate of Incorporation, but the purposes and powers specified in each of the foregoing paragraphs of this Article THIRD shall be regarded as independent purposes and powers.

The Corporation shall possess and may exercise all powers and privileges necessary or convenient to effect any or all of the foregoing purposes, or to further any or all of the foregoing powers, and the enumeration herein of any specific purposes or powers shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of Delaware.

FOURTH. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is NINE BILLION TWO HUNDRED MILLION, of which TWO HUNDRED MILLION shares shall be shares of preferred stock of the par value of $1 per share (hereinafter called “Preferred Stock”) and NINE BILLION shares shall be shares of common stock of the par value of $1 per share (hereinafter called “Common Stock”).

Any amendment to this Certificate of Incorporation which shall increase or decrease the authorized capital stock of the Corporation may be adopted by the affirmative vote of the holders of capital stock representing not less than a majority of the voting power represented by the outstanding shares of capital stock of the Corporation entitled to vote.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

(1) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited but not to exceed one vote per share, or without
voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

(a) the designation of such series;

(b) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock, and whether such dividends shall be cumulative or non-cumulative;

(c) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(d) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

(f) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of the directors or otherwise; provided, however, that in no event shall any holder of any series of Preferred Stock be entitled to more than one vote for each share of such Preferred Stock held by him;

(g) the restrictions, if any, on the issue or reissue of any additional Preferred Stock;

(h) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.

(2) Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board of Directors creating any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever.

FIFTH. The by-laws may be made, altered, amended or repealed by the Board of Directors. The books of the Corporation (subject to the provisions of the laws of the
State of Delaware) may be kept outside of the State of Delaware at such places as from time to
time may be designated by the Board of Directors.

SIXTH.  (1) To the fullest extent that the General Corporation Law of the
State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the
limitation or elimination of the liability of directors, no director of the Corporation shall be
personally liable to the Corporation or its stockholders for monetary damages for breach of
fiduciary duty as a director.

(2) The Corporation shall have the power to indemnify any director, officer,
employee or agent of the Corporation or any other person who is serving at the request of
the Corporation in any such capacity with another corporation, partnership, joint venture,
trust or other enterprise (including, without limitation, any employee benefit plan) to the
fullest extent permitted by the General Corporation Law of the State of Delaware as it
exists on the date hereof or as it may hereafter be amended, and any such indemnification
may continue as to any person who has ceased to be a director, officer, employee or agent
and may inure to the benefit of the heirs, executors and administrators of such a person.

(3) By action of its Board of Directors, notwithstanding any interest of the
directors in the action, the Corporation may purchase and maintain insurance, in such
amounts as the Board of Directors deems appropriate, to protect any director, officer,
employee or agent of the Corporation or any other person who is serving at the request of
the Corporation in any such capacity with another corporation, partnership, joint venture,
trust or other enterprise (including, without limitation, any employee benefit plan) against
any liability asserted against him or incurred by him in any such capacity or arising out of
his status as such (including, without limitation, expenses, judgments, fines and amounts
paid in settlement) to the fullest extent permitted by the General Corporation Law of the
State of Delaware as it exists on the date hereof or as it may hereafter be amended, and
whether or not the Corporation would have the power or would be required to indemnify
any such person under the terms of any agreement or by-law or the General Corporation
Law of the State of Delaware. For purposes of this paragraph (3), “fines” shall include
any excise taxes assessed on a person with respect to any employee benefit plan.

SEVENTH.  (1) Any action required or permitted to be taken by the holders of
Common Stock of the Corporation must be effected at a duly called annual or special meeting
of the stockholders of the Corporation and may not be effected by any consent in writing.

(2) Whenever the vote of holders of shares of any class or series other than
Common Stock at a meeting thereof is required or permitted to be taken for or in
connection with any corporate action by any provision of the General Corporation Law of
the State of Delaware, the meeting and vote of such stockholders may be dispensed with
if such action is taken with the written consent of such holders representing not less than
a majority of the voting power of all the capital stock of such class or series entitled to be
voted upon such action if a meeting were held; provided that in no case shall the written
consent be by such holders having less than the minimum percentage of the vote required
by statute for such action, and provided that prompt notice is given in writing to all such
stockholders entitled to vote thereon of the taking of corporate action without a meeting and by less than unanimous written consent.

(3) Election of directors need not be by ballot unless the by-laws so provide.

EIGHTH. 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.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer and caused the corporate seal of the Corporation to be hereunto affixed this 3rd day of April 2006.

By /s/ Anthony J. Horan
Anthony J. Horan
Corporate Secretary

[Corporate Seal]
CERTIFICATE OF DESIGNATIONS, POWERS, PREFERENCES AND RIGHTS OF THE FIXED-TO-FLOATING RATE NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES I ($10,000.00 initial liquidation preference per share) OF JPMORGAN CHASE & CO.

Pursuant to Section 151 of the General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the “Corporation”), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors of the Corporation by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated thereto by the Board of Directors of the Corporation:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value $1.00 per share, with a liquidation preference, in the aggregate, of up to $6,000,000,000 on the following terms, with the following designations, powers, preferences and rights:

1. **Designation and Amount; Fractional Shares.** The series of preferred stock shall be designated as the “Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I” (the “Series I Preferred Stock”). The Series I Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of Series I Preferred Stock shall be $6,000,000,000 (600,000) shares. The Series I Preferred Stock is issuable in whole shares only.

2. **Dividends.**

(a) Holders of Series I Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of $10,000 per share of Series I Preferred Stock, and no more, payable (x) for the Fixed Rate Period (as defined below), semi-annually in arrears on each April 30 and October 30 and (y) for the Floating Rate Period (as defined below), quarterly in arrears on each January 30, April 30, July 30 and October 30 (each such day on which dividends are payable a “**Dividend Payment Date**”). In the event that any Dividend Payment Date during the Fixed Rate Period would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a
Business Day and no additional dividends will accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period would otherwise fall on a day that is not a Business Day, the Dividend Payment Date will be postponed to the next day that is a Business Day and dividends will accrue to but excluding the date dividends are paid. However, if during the Floating Rate Period the postponement would cause the day to fall in the next calendar month, the Dividend Payment Date will instead be brought forward to the immediately preceding Business Day. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is a “Dividend Period”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series I Preferred Stock to but excluding the next Dividend Payment Date. Dividends on each share of Series I Preferred Stock will accrue on the liquidation preference of $10,000 per share at a rate per annum equal to (1) 7.90%, for each Dividend Period from the issue date to, but excluding, April 30, 2018 (the “Fixed Rate Period”), and (2) Three-Month LIBOR (as defined below) plus a spread of 3.47%, for each Dividend Period from April 30, 2018 to the date of redemption of the Series I Preferred Stock, if any (the “Floating Rate Period”).

Each such dividend shall be paid to the holders of record of shares of Series I Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors of the Corporation. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A “Business Day” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

“Three-Month LIBOR” means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page “LIBOR01” as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the “Dividend Determination Date”). If such rate does not appear on Reuters Screen Page “LIBOR01”, Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Corporation, at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major
banks in New York City selected by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Corporation to provide quotations are not quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent’s establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series I Preferred Stock upon request and will be final and binding in the absence of manifest error.

"London Banking Day" shall mean any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"Calculation Agent" shall mean such bank or entity as may be appointed by the Corporation to act as calculation agent for the Series I Preferred Stock during the Floating Rate Period.

(b) Dividends on shares of Series I Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series I Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series I Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series I Preferred Stock.

(c) No full dividends shall be declared or paid or set apart for payment on the preferred stock of any series ranking, as to dividends, on a parity with or junior to the Series I Preferred Stock for any period unless full dividends on the shares of the Series I Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set apart for such payment). When dividends are not paid in full, as aforesaid, upon the shares of the Series I Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock, all dividends declared and paid upon shares of the Series I Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividend payments due on shares of Series I Preferred Stock and the aggregate of the current and accrued dividends due on any series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock. The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series I Preferred Stock.
(d) So long as any shares of the Series I Preferred Stock are outstanding, no dividend (other than a dividend in common stock or in any other stock ranking junior to the Series I Preferred Stock as to dividends and upon liquidation, dissolution or winding up and other than as provided in the paragraph directly above) shall be declared or paid or set aside for payment or other distribution declared or made upon the common stock or upon any other stock ranking junior to or on a parity with the Series I Preferred Stock as to dividends or upon liquidation, dissolution or winding up, nor shall any common stock or any other stock of the Corporation ranking junior to or on a parity with the Series I Preferred Stock as to dividends or upon liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the Series I Preferred Stock as to dividends and upon liquidation, dissolution or winding up), unless, in each case, full dividends on all outstanding shares of the Series I Preferred Stock shall have been paid or declared and set aside for payment in respect of the most recently completed Dividend Period.

3. Liquidation Preference. (a) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the holders of the shares of the Series I Preferred Stock shall be entitled to receive and be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the Series I Preferred Stock upon liquidation, the amount of $10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series I Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series I Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the amounts payable with respect to the shares of the Series I Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the shares of the Series I Preferred Stock are not paid in full, the holders of the shares of the Series I Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.

4. Preemption and Conversion. The holders of Series I Preferred Stock shall not have any rights of preemption or rights to convert such Series I Preferred Stock into property or shares of any other class or series of capital stock of the Corporation.

(a) The Series I Preferred Stock, except as provided herein or as otherwise from time to time required by law, shall have no voting rights. Whenever, at any time or times, dividends payable on the shares of Series I Preferred Stock have not been paid for an aggregate of three semi-annual or six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series I Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Parity Preferred Stock (as defined in Section 8) outstanding at the time upon which like voting rights have been conferred and are exercisable ("Voting Parity Stock"), voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series I Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned. Upon any termination of the right of the holders of shares of Series I Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled only by the affirmative vote of the holders of shares of Series I Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(b) So long as any shares of any Series I Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series I Preferred Stock and any Voting Parity Stock, voting together as a class, (i) authorize, create or issue any capital stock of the Corporation ranking, as to dividends or upon liquidation, dissolution or winding up, prior to such Series I Preferred Stock, or reclassify any authorized capital stock of the Corporation into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock, or (ii) amend, alter or repeal the certificate of designations for such Series I Preferred Stock, or the Certificate of Incorporation of the Corporation, whether by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of such Series I Preferred Stock. Any increase in the amount of authorized common stock or other authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock or the authorization, creation and issuance of other classes or series of stock, in each case ranking on a parity with or junior to the shares of Series I Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights.

(c) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of Series I Preferred Stock shall be entitled to one vote (the holders of shares of any other class or series of Voting
Parity Stock being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

(d) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of Series I Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of Series I Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series I Preferred Stock at the time outstanding, at any time on any Dividend Payment Date on or after the Dividend Payment Date on April 30, 2018, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series I Preferred Stock shall be $10,000 per share plus an amount equal to any dividends that have been declared but not paid on the shares of Series I Preferred Stock called for redemption.

(b) Notice of every redemption of shares of Series I Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series I Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series I Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series I Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series I Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted by The Depository Trust Company.

(c) In case of any redemption of only part of the shares of Series I Preferred Stock at the time outstanding, the shares of Series I Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of Series I Preferred Stock in proportion to the number of Series I Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series I Preferred Stock shall be redeemed from time to time.
(d) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "Depositary Company") in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(e) Shares of Series I Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series I Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any stock of any class or classes or series of the Corporation shall be deemed to rank:

(a) prior to shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series I Preferred Stock;

(b) on a parity with shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of
the Series I Preferred Stock, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributed upon liquidation, dissolution or winding up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of Series I Preferred Stock (the term "Parity Preferred Stock" being used to refer to any stock on a parity with the shares of Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the content may require); and

(c) junior to shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if such class or classes or series shall be common stock or if the holders of the Series I Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of stock of such class or classes or series.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]
IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand this 23rd day of April, 2008.

JPMORGAN CHASE & CO.

By: _______________________

Name: Anthony J. Horan
Title: Corporate Secretary
CERTIFICATE OF DESIGNATIONS
6.15% CUMULATIVE PREFERRED STOCK, SERIES E
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the General Corporation Law
of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the General
Corporation Law of the State of Delaware (the “Corporation”), hereby certifies that on July 1,
2008, the Stock Committee of the Board of Directors of the Corporation (the “Board of
Directors”), pursuant to authority conferred upon it by the Board of Directors, by the provisions
of the Certificate of Incorporation, as amended (the “Certificate of Incorporation”), of the
Corporation and by Section 151 of the General Corporation Law of the State of Delaware has
adopted the following resolutions creating a series of preferred stock, $1.00 par value, of the
Corporation, designated as 6.15% Cumulative Preferred Stock, Series E (the “Preferred Stock”):

RESOLVED, that a series of the class of authorized Preferred Stock, $1.00 par
value, of the Corporation be, and it hereby is, hereby created, and that the designation and
amount thereof and the preferences and relative, participating, optional and other special
rights of the shares of such series, and the qualifications, limitations or restriction thereof
are as follows:

Section 1. Designation and Amount. The shares of such series shall be
designated as the “6.15% Cumulative Preferred Stock, Series E” (the “Series E Preferred
Stock”) and the number of shares constituting such series shall be 1,250,000, which
number may be increased or decreased by the Board of Directors or a committee so
authorized by the Board of Directors without a vote of stockholders; provided, however,
that such number may not be decreased below the number of then currently outstanding
shares of Series E Preferred Stock.

Section 2. Dividends and Distribution.

(a) The holders of shares of Series E Preferred Stock, in preference to the
holders of shares of the common stock, par value $1.00 per share (the “Common Stock”),
of the Corporation and of any other capital stock of the Corporation ranking junior to the
Series E Preferred Stock as to payment of dividends, shall be entitled to receive, when
and as declared by the Board of Directors out of net profits or net assets of the
Corporation legally available for the payment of dividends, cumulative cash dividends in
the amount of $12.30 per share per annum, and no more, in equal quarterly payments on
January 15, April 15, July 15 and October 15 in each year (each such date being referred
to herein as a “Quarterly Dividend Payment Date”), commencing on October 15, 2008
(for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin
to accrue and be cumulative from July 15, 2008. The amount of dividends so payable
shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series E Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series E Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. Certain Restrictions.

(a) Whenever quarterly dividends payable on shares of Series E Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued but unpaid dividends, whether or not declared, on the outstanding shares of Series E Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series E Preferred Stock (“Junior Stock”), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series E Preferred Stock (“Parity Stock”), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series E Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series E Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. Redemption.

(a) The shares of Series E Preferred Stock shall not be redeemed by the Corporation prior to January 15, 2008. The Corporation, at its option, may redeem shares
of Series E Preferred Stock, as a whole or in part, at any time or from time to time on or after January 15, 2008, at a price of $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the “redemption price”). The Corporation’s election to redeem shares of Series E Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30 nor more than 60 days’ previous notice to holders of record of the shares of Series E Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series E Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series E Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series E Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series E Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series E Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series E Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least $10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series E Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5. Reacquired Shares. Any shares of Series E Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever
shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, $1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, $1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up.

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series E Preferred Stock shall have received $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series E Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. Voting Rights. The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the "Defaulter Preferred Stock") shall have the right (the "Special Election Right") to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof; or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulter Preferred Stock, until dividends in default on the outstanding shares of Defaulter Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefore set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.
So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinafore provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or
(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. Definitions. For the purposes of the Certificate of Designations of the Series E Preferred Stock which embodies this resolution:

“Persons” shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

“Subsidiary” of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. Rank. The Series E Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series F, the Cumulative Preferred Stock, Series G and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 6.15% Cumulative Preferred Stock, Series E to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: [Signature]

Name: Anthony J. Horan
Title: Corporate Secretary

ATTEST:

[Signature]

Name: Irma R. Caracciolo
Title: Assistant Corporate Secretary
CERTIFICATE OF DESIGNATIONS
5.72% CUMULATIVE PREFERRED STOCK, SERIES F
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), hereby certifies that on July 1, 2008, the Stock Committee of the Board of Directors of the Corporation (the “Board of Directors”), pursuant to authority conferred upon it by the Board of Directors, by the provisions of the Certificate of Incorporation, as amended (the “Certificate of Incorporation”), of the Corporation and by Section 151 of the General Corporation Law of the State of Delaware has adopted the following resolutions creating a series of preferred stock, $1.00 par value, of the Corporation, designated as 5.72% Cumulative Preferred Stock, Series F (the “Preferred Stock”):

RESOLVED, that a series of the class of authorized Preferred Stock, $1.00 par value, of the Corporation be, and it hereby is, hereby created, and that the designation and amount thereof and the preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as the “5.72% Cumulative Preferred Stock, Series F” (the “Series F Preferred Stock”) and the number of shares constituting such series shall be 1,000,000, which number may be increased or decreased by the Board of Directors or a committee so authorized by the Board of Directors without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series F Preferred Stock.

Section 2. Dividends and Distribution.

(a) The holders of shares of Series F Preferred Stock, in preference to the holders of shares of the common stock, par value $1.00 per share (the “Common Stock”), of the Corporation and of any other capital stock of the Corporation ranking junior to the Series F Preferred Stock as to payment of dividends, shall be entitled to receive, when and as declared by the Board of Directors out of net profits or net assets of the Corporation legally available for the payment of dividends, cumulative cash dividends in the amount of $11.44 per share per annum, and no more, in equal quarterly payments on January 15, April 15, July 15 and October 15 in each year (each such date being referred to herein as a “Quarterly Dividend Payment Date”), commencing on October 15, 2008 (for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin to accrue and be cumulative from July 15, 2008. The amount of dividends so payable
shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series F Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series F Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. Certain Restrictions.

(a) Whenever quarterly dividends payable on shares of Series F Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series F Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series F Preferred Stock (“Junior Stock”), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series F Preferred Stock (“Parity Stock”), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series F Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series F Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. Redemption.

(a) The shares of Series F Preferred Stock shall not be redeemed by the Corporation prior to April 15, 2008. The Corporation, at its option, may redeem shares
of Series F Preferred Stock, as a whole or in part, at any time or from time to time on or after April 15, 2008, at a price of $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the “redemption price”). The Corporation’s election to redeem shares of Series F Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30, nor more than 60 days’ previous notice to holders of record of the shares of Series F Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series F Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series F Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series F Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series F Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series F Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series F Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least $10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series F Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5.  Reacquired Shares. Any shares of Series F Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever
shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, $1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, $1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up.

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series F Preferred Stock shall have received $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series F Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. Voting Rights. The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the “Defaulted Preferred Stock”) shall have the right (the “Special Election Right”) to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof, or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulted Preferred Stock, until dividends in default on the outstanding shares of Defaulted Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefor set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.
So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinabove provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or
(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation (including this resolution or any provisions hereof) that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. Definitions. For the purposes of the Certificate of Designations of the Series F Preferred Stock which embodies this resolution:

“Persons” shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

“Subsidiary” of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. Rank. The Series F Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series E, the Cumulative Preferred Stock, Series G and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 5.72% Cumulative Preferred Stock, Series F to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: ____________________________

Name: Anthony J. Horan
Title: Corporate Secretary

ATTEST:

[Signature]

Name: Irma R. Caracciolo
Title: Assistant Corporate Secretary
CERTIFICATE OF DESIGNATIONS
5.49% CUMULATIVE PREFERRED STOCK, SERIES G
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the General Corporation Law
of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the General
Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that on July 1,
2008, the Stock Committee of the Board of Directors of the Corporation (the "Board of
Directors"), pursuant to authority conferred upon it by the Board of Directors, by the provisions
of the Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the
Corporation and by Section 151 of the General Corporation Law of the State of Delaware has
adopted the following resolutions creating a series of preferred stock, $1.00 par value, of the
Corporation, designated as 5.49% Cumulative Preferred Stock, Series G (the "Preferred Stock"):

RESOLVED, that a series of the class of authorized Preferred Stock, $1.00 par
value, of the Corporation be, and it hereby is, hereby created, and that the designation and
amount thereof and the preferences and relative, participating, optional and other special
rights of the shares of such series, and the qualifications, limitations or restriction thereof
are as follows:

Section 1. Designation and Amount. The shares of such series shall be
designated as the "5.49% Cumulative Preferred Stock, Series G" (the "Series G Preferred
Stock") and the number of shares constituting such series shall be 1,000,000, which
number may be increased or decreased by the Board of Directors or a committee so
authorized by the Board of Directors without a vote of stockholders; provided, however,
that such number may not be decreased below the number of then currently outstanding
shares of Series G Preferred Stock.

Section 2. Dividends and Distribution.

(a) The holders of shares of Series G Preferred Stock, in preference to the
holders of shares of the common stock, par value $1.00 per share (the "Common Stock"),
of the Corporation and of any other capital stock of the Corporation ranking junior to the
Series G Preferred Stock as to payment of dividends, shall be entitled to receive, when
and as declared by the Board of Directors out of net profits or net assets of the
Corporation legally available for the payment of dividends, cumulative cash dividends in
the amount of $10.98 per share per annum, and no more, in equal quarterly payments on
January 15, April 15, July 15 and October 15 in each year (each such date being referred
to herein as a "Quarterly Dividend Payment Date"), commencing on October 15, 2008
(for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin
to accrue and be cumulative from July 15, 2008. The amount of dividends so payable
shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series G Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series G Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. Certain Restrictions.

(a) Whenever quarterly dividends payable on shares of Series G Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series G Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series G Preferred Stock ("Junior Stock"), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series G Preferred Stock ("Parity Stock"), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series G Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series G Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. Redemption.

(a) The shares of Series G Preferred Stock shall not be redeemed by the Corporation prior to July 15, 2008. The Corporation, at its option, may redeem shares of
Series G Preferred Stock, as a whole or in part, at any time or from time to time on or after July 15, 2008, at a price of $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the “redemption price”). The Corporation’s election to redeem shares of Series G Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30, nor more than 60 days’ previous notice to holders of record of the shares of Series G Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series G Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series G Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series G Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series G Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series G Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series G Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least $10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series G Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5. **Reacquired Shares.** Any shares of Series G Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever
shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, $1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, $1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6.  Liquidation, Dissolution or Winding Up.

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series G Preferred Stock shall have received $200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series G Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7.  Voting Rights. The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the “Defaulted Preferred Stock”) shall have the right (the “Special Election Right”) to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof, or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulted Preferred Stock, until dividends in default on the outstanding shares of Defaulted Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefor set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.
So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinabove provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or
(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. Definitions. For the purposes of the Certificate of Designations of the Series G Preferred Stock which embodies this resolution:

“Persons” shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

“Subsidiary” of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. Rank. The Series G Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series E, the Cumulative Preferred Stock, Series F and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 5.49% Cumulative Preferred Stock, Series G to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: ____________________________

Name:  Anthony J. Horan
Title:  Corporate Secretary

ATTEST:

Name:  Irma R. Caracciolo
Title:  Assistant Corporate Secretary
CERTIFICATE OF DESIGNATIONS, POWERS, PREFERENCES AND RIGHTS
OF THE
8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES J
($10,000.00 initial liquidation preference per share)

OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the “Corporation”), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors of the Corporation by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated thereto by the Board of Directors of the Corporation:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value $1.00 per share, with a liquidation preference, in the aggregate, of up to $1,800,000,000 on the following terms, with the following designations, powers, preferences and rights:

Designation and Amount: Fractional Shares. The series of preferred stock shall be designated as the “8.625% Non-Cumulative Preferred Stock, Series J” (the “Series J Preferred Stock”). The Series J Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of Series J Preferred Stock shall be $1,800,000,000 (180,000) shares. The Series J Preferred Stock is issuable in whole shares only.

Dividends.

Holders of Series J Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of $10,000 per share of Series J Preferred Stock, and no more, payable quarterly in arrears on each March 1, June 1, September 1 and December 1 (each such day on which dividends are payable a “Dividend Payment Date”). In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any
Dividend Payment Date to but excluding the next Dividend Payment Date is a "Dividend Period", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series J Preferred Stock to but excluding the next Dividend Payment Date. Dividends on each share of Series J Preferred Stock will accrue on the liquidation preference of $10,000 per share at a rate per annum equal to 8.625%, for each Dividend Period.

Each such dividend shall be paid to the holders of record of shares of Series J Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors of the Corporation. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one half cent being rounded upward.

A “Business Day” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

Dividends on shares of Series J Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series J Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series J Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series J Preferred Stock.

No full dividends shall be declared or paid or set apart for payment on the preferred stock of any series ranking, as to dividends, on a parity with or junior to the Series J Preferred Stock for any period unless full dividends on the shares of the Series J Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set apart for such payment). When dividends are not paid in full, as aforesaid, upon the shares of the Series J Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock, all dividends declared and paid upon shares of the Series J Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividend payments due on shares of Series J Preferred Stock and the aggregate of the current and accrued dividends due on any series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock.
The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series J Preferred Stock.

So long as any shares of the Series J Preferred Stock are outstanding, no dividend (other than a dividend in common stock or in any other stock ranking junior to the Series J Preferred Stock as to dividends and upon liquidation, dissolution or winding up and other than as provided in the paragraph directly above) shall be declared or paid or set aside for payment or other distribution declared or made upon the common stock or upon any other stock ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation, dissolution or winding up, nor shall any common stock or any other stock of the Corporation ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the Series J Preferred Stock as to dividends and upon liquidation, dissolution or winding up), unless, in each case, full dividends on all outstanding shares of the Series J Preferred Stock shall have been paid or declared and set aside for payment in respect of the most recently completed Dividend Period.

**Liquidation Preference.** a) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the holders of the shares of the Series J Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the Series J Preferred Stock upon liquidation, the amount of $10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

After the payment to the holders of the shares of the Series J Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series J Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

If, upon any voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the amounts payable with respect to the shares of the Series J Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the shares of the Series J Preferred Stock are not paid in full, the holders of the shares of the Series J Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.
Preemption and Conversion. The holders of Series J Preferred Stock shall not have any rights of preemption or rights to convert such Series J Preferred Stock into property or shares of any other class or series of capital stock of the Corporation.

Voting Rights.

The Series J Preferred Stock, except as provided herein or as otherwise from time to time required by law, shall have no voting rights. Whenever, at any time or times, dividends payable on the shares of Series J Preferred Stock have not been paid for an aggregate of three semi-annual or six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series J Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Parity Preferred Stock (as defined in Section 8) outstanding at the time upon which like voting rights have been conferred and are exercisable (“Voting Parity Stock”), voting together as a class, to elect two directors (hereinafter the “Preferred Directors” and each a “Preferred Director”) to fill such newly created directorships at the Corporation’s next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series J Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to vesting in the event of each and every subsequent default of the character above mentioned. Upon any termination of the right of the holders of shares of Series J Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled only by the affirmative vote of the holders of shares of Series J Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

So long as any shares of any Series J Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series J Preferred Stock and any Voting Parity Stock, voting together as a class, (i) authorize, create or issue any capital stock of the Corporation ranking, as to dividends or upon liquidation, dissolution or winding up, prior to such Series J Preferred Stock, or reclassify any authorized capital stock of the Corporation into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock, or (ii) amend, alter or repeal the certificate of designations for such Series J Preferred Stock, or the Certificate of Incorporation of the Corporation, whether by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of such Series J Preferred Stock.
Any increase in the amount of authorized common stock or other authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock or the authorization, creation and issuance of other classes or series of stock, in each case ranking on a parity with or junior to the shares of Series J Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights.

In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of Series J Preferred Stock shall be entitled to one vote (the holders of shares of any other class or series of Voting Parity Stock being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of Series J Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of Series J Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Redemption.

b) The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefore, in whole or in part, the shares of Series J Preferred Stock at the time outstanding, at any time on any Dividend Payment Date on or after the Dividend Payment Date on September 1, 2013, (subject to limitations described in the prospectus supplement dated August 14, 2008) for 100% of the liquidation preference, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series J Preferred Stock shall be $10,000 per share plus an amount equal to any dividends that have been declared but not paid on the shares of Series J Preferred Stock called for redemption.

Notice of every redemption of shares of Series J Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series J Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series J Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series J Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates
representing such shares are to be surrendered for payment of the redemption price; and
(v) that dividends on the shares to be redeemed will cease to accrue on the redemption
date. Notwithstanding the foregoing, if the Series J Preferred Stock is held in book-entry
form through The Depository Trust Company, the Corporation may give such notice in
any manner permitted by The Depository Trust Company.

In case of any redemption of only part of the shares of Series J Preferred Stock at
the time outstanding, the shares of Series J Preferred Stock to be redeemed shall be
selected either pro rata from the holders of record of Series J Preferred Stock in
proportion to the number of Series J Preferred Stock held by such holders or by lot or in
such other manner as the Board of Directors of the Corporation or any duly authorized
committee of the Board of Directors of the Corporation may determine to be fair and
equitable. Subject to the provisions of this Section 6, the Board of Directors of the
Corporation or any duly authorized committee of the Board of Directors shall have full
power and authority to prescribe the terms and conditions upon which shares of Series J
Preferred Stock shall be redeemed from time to time.

If notice of redemption has been duly given and if on or before the redemption
date specified in the notice all funds necessary for the redemption have been set aside by
the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of
the holders of the shares called for redemption, so as to be and continue to be available
therefor, or deposited by the Corporation with a bank or trust company selected by the
Board of Directors of the Corporation or any duly authorized committee of the Board of
Directors (the “Depositary Company”) in trust for the pro rata benefit of the holders of
the shares called for redemption, then, notwithstanding that any certificate for any share
so called for redemption has not been surrendered for cancellation, on and after the
redemption date all shares so called for redemption shall be cancelled and shall cease to
be outstanding, all dividends with respect to such shares shall cease to accrue after such
redemption date, and all other rights with respect to such shares shall forthwith on such
redemption date cease and terminate, except for the right of the holders thereof to receive
the amount payable on such redemption from such bank or trust company at any time
after the redemption date from the funds so deposited, without interest. The Corporation
shall be entitled to receive, from time to time, from the Depositary Company any interest
accrued on such funds, and the holders of any shares called for redemption shall have no
claim to any such interest. Any funds so deposited and unclaimed at the end of three
years from the redemption date shall, to the extent permitted by law, be released or repaid
to the Corporation, and in the event of such repayment to the Corporation, the holders of
record of the shares so called for redemption shall be deemed to be unsecured creditors of
the Corporation for an amount equivalent to the amount deposited as stated above for the
redemption of such shares and so repaid to the Corporation, but shall in no event be
entitled to any interest.

Shares of Series J Preferred Stock that have been issued and reacquired in any
manner, including shares purchased or redeemed, shall (upon compliance with any
applicable provisions of the laws of the State of Delaware) have the status of authorized
and unissued shares of the class of preferred stock undesignated as to series and may be
redesignated and reissued as part of any series of preferred stock.
Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series J Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

Rank. Any stock of any class or classes or series of the Corporation shall be deemed to rank:

prior to shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series J Preferred Stock;

on a parity with shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Series J Preferred Stock, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributed upon liquidation, dissolution or winding up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of Series J Preferred Stock (the term "Parity Preferred Stock" being used to refer to any stock on a parity with the shares of Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the content may require); and

junior to shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if such class or classes or series shall be common stock or if the holders of the Series J Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of stock of such class or classes or series.

The Series J Preferred Stock shall rank as to dividends and upon liquidation, distribution or ending up on a parity with the Corporation’s Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 6.15% Cumulative Preferred Stock Series E, 5.72% Cumulative Preferred Stock Series F and 5.49% Cumulative Preferred Stock Series G.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]
IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand this 21st day of August, 2008.

JPMORGAN CHASE & CO.

By:  

Name: Anthony J. Horan  
Title: Corporate Secretary
CERTIFICATE OF DESIGNATIONS, POWERS, PREFERENCES AND RIGHTS
OF
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES K
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY
CERTIFIES that the following resolution was duly adopted by the Stock Committee (the
"Committee") of the Board of Directors (the "Board of Directors") of the Corporation in
accordance with Section 151(g) of the General Corporation Law of the State of Delaware
pursuant to the authority conferred upon the Board of Directors by the provisions of the
Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated
thereto by the Board of Directors:

RESOLVED, that pursuant to the provisions of the certificate of incorporation and the
bylaws of the Corporation and applicable law, a series of Preferred Stock, par value $1.00 per
share, of the Corporation be and hereby is created, and that the designation and number of shares
of such series, and the voting and other powers, preferences and relative, participating, optional
or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such
series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized
and unissued shares of preferred stock of the Corporation a series of preferred stock designated
as the "Fixed Rate Cumulative Perpetual Preferred Stock, Series K" (the "Designated Preferred
Stock"). The authorized number of shares of Designated Preferred Stock shall be 2,500,000.

hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of
this Certificate of Designations to the same extent as if such provisions had been set forth in full
herein.

Part 3. Definitions. The following terms are used in this Certificate of Designations
(including the Standard Provisions in Annex A hereto) as defined below:

(a) "Common Stock" means the common stock, par value $1.00 per share, of the
Corporation.
(b) "Dividend Payment Date" means March 1, June 1, September 1 and December 1 of each year.

(c) "Junior Stock" means the Common Stock, and any other class or series of stock of the Corporation the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation.

(d) "Liquidation Amount" means $10,000 per share of Designated Preferred Stock.

(e) "Minimum Amount" means $6,250,000,000.

(f) "Parity Stock" means any class or series of stock of the Corporation (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Corporation's (i) 6.15% Cumulative Preferred Stock, Series E; (ii) 5.72% Cumulative Preferred Stock, Series F; (iii) 5.49% Cumulative Preferred Stock, Series G; (iv) Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I; and (v) 8.625% Non-Cumulative Perpetual Preferred Stock, Series J.

(g) "Signing Date" means October 26, 2008.

Part 4. Certain Voting Matters. Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.

[Remainder of Page Intentionally Left Blank]
IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate of Designations to be signed by Anthony J. Horan, its Corporate Secretary, this 27th day of October, 2008.

JPMORGAN CHASE & CO.

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title: Corporate Secretary
ANNEX A

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Corporation.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) "Applicable Dividend Rate" means (i) during the period from the Original Issue Date to, but not including, the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 3% per annum and (ii) from and after the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 9% per annum.

(b) "Appropriate Federal Banking Agency" means the "appropriate Federal banking agency" with respect to the Corporation as defined in Section 3(j) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(j)), or any successor provision.

(c) "Business Combination" means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Corporation’s stockholders.

(d) "Business Day" means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(e) "Bylaws" means the bylaws of the Corporation, as they may be amended from time to time.

(f) "Certificate of Designations" means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(g) "Charter" means the Corporation’s certificate or articles of incorporation, articles of association, or similar organizational document.

(h) "Dividend Period" has the meaning set forth in Section 3(a).

(i) "Dividend Record Date" has the meaning set forth in Section 3(a).

(j) "Liquidation Preference" has the meaning set forth in Section 4(a).
(k) "Original Issue Date" means the date on which shares of Designated Preferred Stock are first issued.

(l) "Preferred Director" has the meaning set forth in Section 7(b).

(m) "Preferred Stock" means any and all series of preferred stock of the Corporation, including the Designated Preferred Stock.

(n) "Qualified Equity Offering" means the sale and issuance for cash by the Corporation to persons other than the Corporation or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Corporation at the time of issuance under the applicable risk-based capital guidelines of the Corporation’s Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to October 13, 2008).

(o) "Share Dilation Amount" has the meaning set forth in Section 3(b).


(q) "Successor Preferred Stock" has the meaning set forth in Section 5(a).

(r) "Voting Parity Stock" means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (i.e., no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but
excluding, the next Dividend Payment Date is a "Dividend Period", provided that the initial Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Corporation on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date"). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Corporation or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business (including purchases to offset the Share Dilution Amount (as defined below) pursuant to a publicly announced repurchase plan) and consistent with past practice, provided that any purchases to offset the Share Dilution Amount shall in no event exceed the Share Dilution Amount; (ii) purchases or other acquisitions by a broker-dealer subsidiary of the Corporation solely for the purpose of market-making, stabilization or customer facilitation transactions in Junior Stock or Parity Stock in the ordinary course of its business; (iii) purchases by a broker-dealer subsidiary of the Corporation of capital stock of the Corporation for resale pursuant to an offering by the Corporation of such capital stock underwritten by such broker-dealer subsidiary; (iv) any dividends or distributions of rights or Junior Stock in connection with a stockholders'
rights plan or any redemption or repurchase of rights pursuant to any stockholders' rights plan; (v) the acquisition by the Corporation or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Corporation or any of its subsidiaries), including as trustees or custodians; and (vi) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock. "Share Dilution Amount" means the increase in the number of diluted shares outstanding (determined in accordance with generally accepted accounting principles in the United States, and as measured from the date of the Corporation's consolidated financial statements most recently filed with the Securities and Exchange Commission prior to the Original Issue Date) resulting from the grant, vesting or exercise of equity-based compensation to employees and equitably adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared pro rata so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Corporation will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.
(a) **Voluntary or Involuntary Liquidation.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the “Liquidation Preference”).

(b) **Partial Payment.** If in any distribution described in Section 4(a) above the assets of the Corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) **Residual Distributions.** If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) **Merger, Consolidation and Sale of Assets Not Liquidation.** For purposes of this Section 4, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

Section 5. **Redemption.**

(a) **Optional Redemption.** Except as provided below, the Designated Preferred Stock may not be redeemed prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as
provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable, as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; provided that (x) the Corporation (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the "Minimum Amount" as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the "Successor Preferred Stock") in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Corporation (or any successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such share against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) **No Sinking Fund.** The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) **Notice of Redemption.** Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any other similar facility, notice of
redemption may be given to the holders of Designated Preferred Stock at such time and in any
manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the
redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if
less than all the shares held by such holder are to be redeemed, the number of such shares to be
redeemed from such holder; (3) the redemption price; and (4) the place or places where
certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated
Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either pro
rata or in such other manner as the Board of Directors or a duly authorized committee thereof
may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors
or a duly authorized committee thereof shall have full power and authority to prescribe the terms
and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to
time. If fewer than all the shares represented by any certificate are redeemed, a new certificate
shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if
on or before the redemption date specified in the notice all funds necessary for the redemption
have been deposited by the Corporation, in trust for the pro rata benefit of the holders of the
shares called for redemption, with a bank or trust company doing business in the Borough of
Manhattan, The City of New York, and having a capital and surplus of at least $500 million and
selected by the Board of Directors, so as to be and continue to be available solely therefor, then,
notwithstanding that any certificate for any share so called for redemption has not been
surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on
all shares so called for redemption, all shares so called for redemption shall no longer be deemed
outstanding and all rights with respect to such shares shall forthwith on such redemption date
cease and terminate, except only the right of the holders thereof to receive the amount payable on
such redemption from such bank or trust company, without interest. Any funds unclaimed at the
end of three years from the redemption date shall, to the extent permitted by law, be released to
the Corporation, after which time the holders of the shares so called for redemption shall look
only to the Corporation for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are
redeemed, repurchased or otherwise acquired by the Corporation shall revert to authorized but
unissued shares of Preferred Stock (provided that any such cancelled shares of Designated
Preferred Stock may be reissued only as shares of any series of Preferred Stock other than
Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right
to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting
rights except as set forth below or as otherwise from time to time required by law.
(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the “Preferred Directors” and each a “Preferred Director”) to fill such newly created directorships at the Corporation's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; provided that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Corporation to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Corporation may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Corporation ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Corporation;
(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Corporation with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Corporation to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to
time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Corporation and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Corporation, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Corporation shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Corporation of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Corporation.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.
CERTIFICATE OF ELIMINATION
OF THE
6.15% CUMULATIVE PREFERRED STOCK, SERIES E,
5.72% CUMULATIVE PREFERRED STOCK, SERIES F,
5.49% CUMULATIVE PREFERRED STOCK, SERIES G AND
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES K
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws
of the State of Delaware (the "Company"), in accordance with the provisions of Section
151(g) of the General Corporation Law of the State of Delaware (the "General Corporation
Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and
authority granted in the Restated Certificate of Incorporation of the Company, as theretofore
amended, and in resolutions duly adopted by the Board of Directors of the Company (the
"Board"), the Stock Committee of the Board (the "Stock Committee"), by resolution duly
adopted, authorized the issuance of a series of 1,250,000 shares of 6.15% Cumulative
Preferred Stock, Series E, par value $1.00 per share (the "Series E Preferred Stock"), and
established the voting powers, designations, preferences and relative, participating and other
rights, and the qualifications, limitations or restrictions, of the Series E Preferred Stock, and,
on July 10, 2008, the Company filed a Certificate of Designations for the Series E Preferred
Stock in the office of the Secretary of State of the State of Delaware (the "Secretary").

2. That, pursuant to Section 151 of the General Corporation Law and
authority granted in the Restated Certificate of Incorporation of the Company, as theretofore
amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution
duly adopted, authorized the issuance of a series of 1,000,000 shares of 5.72% Cumulative
Preferred Stock, Series F, par value $1.00 per share (the "Series F Preferred Stock"), and
established the voting powers, designations, preferences and relative, participating and other
rights, and the qualifications, limitations or restrictions, of the Series F Preferred Stock, and,
on July 10, 2008, the Company filed a Certificate of Designations for the Series F Preferred
Stock in the office of the Secretary.

3. That, pursuant to Section 151 of the General Corporation Law and
authority granted in the Restated Certificate of Incorporation of the Company, as theretofore
amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution
duly adopted, authorized the issuance of a series of 1,000,000 shares of 5.49% Cumulative
Preferred Stock, Series G, par value $1.00 per share (the "Series G Preferred Stock"), and
established the voting powers, designations, preferences and relative, participating and other
rights, and the qualifications, limitations or restrictions, of the Series G Preferred Stock, and,
on July 10, 2008, the Company filed a Certificate of Designations for the Series G Preferred Stock in the office of the Secretary.

4. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution duly adopted, authorized the issuance of a series of 2,500,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series K, par value $1.00 per share (the “Series K Preferred Stock”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series K Preferred Stock, and, on October 27, 2008, the Company filed a Certificate of Designations for the Series K Preferred Stock in the office of the Secretary.

5. That no shares of each said Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Series K Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificates of Designations.

6. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

RESOLVED, that (a) as of the date hereof (i) no shares of the series of 6.15% Cumulative Preferred Stock, Series E (the “Series E Preferred Stock”), of JPMorgan Chase & Co. (the “Company”), designated pursuant to a Certificate of Designations (the “Series E Certificate”) filed on July 10, 2008 with the Secretary of State of the State of Delaware (the “Secretary”), are outstanding; (ii) no shares of the series of the Company’s 5.72% Cumulative Preferred Stock, Series F (the “Series F Preferred Stock”), designated pursuant to a Certificate of Designations (the “Series F Certificate”) filed on July 10, 2008 with the Secretary, are outstanding; (iii) no shares of the series of the Company’s 5.49% Cumulative Preferred Stock, Series G (the “Series G Preferred Stock”), designated pursuant to a Certificate of Designations (the “Series G Certificate”) filed on July 10, 2008 with the Secretary, are outstanding; and (iv) no shares of the series of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series K (the “Series K Preferred Stock”), designated pursuant to a Certificate of Designations (the “Series K Certificate”) filed on October 27, 2008 with the Secretary, are outstanding; (b) henceforth no shares of such Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Series K Preferred Stock will be issued; and (c) a Certificate of Elimination will be filed with the Secretary to eliminate the Series E Certificate, the Series F Certificate, the Series G Certificate and the Series K Certificate from the Company’s Restated Certificate of Incorporation, as heretofore amended; and further
RESOLVED, that each of the Chairman of the Board, the Chief Executive Officer, the President, any Vice Chairman, the Chief Financial Officer, the Controller, the General Counsel and the Secretary of the Company (collectively, the “Authorized Officers”) be, and each of them hereby is, authorized and directed to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series E Certificate, the Series F Certificate, the Series G Certificate and the Series K Certificate.

7. That, accordingly, all matters set forth in the Certificates of Designations for the Series E Preferred Stock, the Series F Preferred Stock, the Series G Preferred Stock and the Series K Preferred Stock hereby are eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Company.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 10th day of January, 2011.

JPMORGAN CHASE & CO.

By: ______________________

Anthony J. Horan
Corporate Secretary