

CERTAMZ



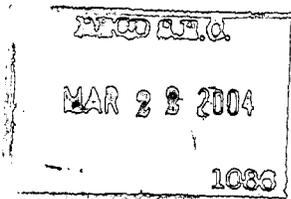
AMERICAN STOCK EXCHANGE
Equities Options ETFs



1-5805

Richard A. Mikaliunas
Senior Vice President
Capital Markets

American Stock Exchange
86 Trinity Place
New York, NY 10006
T 212 306 1807
F 212 306 2066
richard.mikaliunas@amex.com



March 22, 2004

Ms. Willie Mae Stroud
Filer Support - 2
Room 1004, Mail Stop 1-4
Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

PROCESSED

MAR 23 2004

THOMSON FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, LLC (the "Exchange") received from J.P. Morgan Chase & Co. (the Registrant) a copy of the Company's Registration Statement on Form 8-A for the registration of the following security:

JP Morgan Market Participation Notes
linked to the S&P 500 Index
due March 31, 2009

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of same, in accordance with SEC Rule 3a12-11.

Sincerely,

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