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To the Honorable Commissioner of F

06-09-1998



100731328

Docket No.: 31,408-02

IEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MAY 13 1998

the attached original documents or copy thereof.

1. Name of conveying party(ies):
PRAXIS BIOLOGICS, INC.

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **DECEMBER 20, 1993**

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

Name: **AMERICAN CYANAMID COMPANY**

Internal Address: **FIVE GIRALDA FARMS**

MADISON, NJ 07940

Street Address: **FIVE GIRALDA FARMS**

City: **MADISON** State: **NJ** ZIP: **07940**

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

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

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

A. Patent Application No.(s)

B. Patent No.(s)

5,196,338

**GRANTED
3/23/93**

Additional numbers attached? ☐ Yes ☒ No

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

Name: **AMERICAN CYANAMID COMPANY**

Internal Address: **ONE CAMPUS DRIVE**

PARSIPPANY, NEW JERSEY 07054

Street Address: **ONE CAMPUS DRIVE**

City: **PARSIPPANY** State: **NJ** ZIP: **07054**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$

☐ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit account number:

01-1300

5196338

011300

00000007

06/08/1996

JWATKES

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

MICHELLE L. KALBFELL

APRIL 28, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **6**

PATENT

REEL: 9207 FRAME: 0858

STATE OF NEW JERSEY)

COUNTY OF MORRIS) SS:
)

I, Silvia Yee Litt, a Notary Public in and for the County of Morris, State of New Jersey,
United States of America, hereby certify that the attached copy of the Articles of Merger
is a true copy of an original certificate issued by the Secretary of State, State of Maine,
United States of America, on March 21, 1995.

Dated this 28th day of April, 1998 at Parsippany, New Jersey; United States of America.

To be used in the United States

Selma Yee Litt
Notary Public

SILVIA YEE LITT
NOTARY PUBLIC OF NEW JERSEY
No 2160045
Available in Morris County
Commission Expires Dec. 2, 1998

PATENT
REEL: 9207 FRAME: 0859



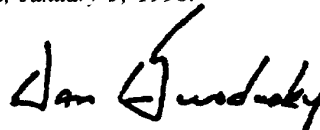
State of Maine



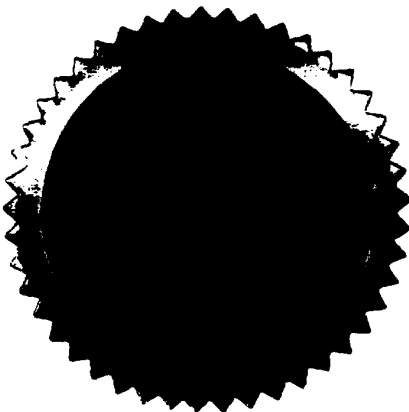
Department of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In Testimony Whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, January 5, 1998.



DAN GWADOSKY
SECRETARY OF STATE



Filing Fee (See Sec. 1401)

STATE OF MAINE

File No. 19070002 D Pages 3

Fee Paid \$ 80.00

DCH 1940031300027 MERC

FILED

01/03/1994

For Use By The
Secretary of State

File No.

Fee Paid

C.B.

Date

(Parent-Subsidiary Merger of
and Foreign Corporat

ARTICLES OF MERGER
OF

Praxis Biologics, Inc.

Subsidiary corporation, a New York corporation

INTO

American Cyanamid Company

Parent corporation, a Maine corporation

Harry Conner
Deputy Secretary of State

A True Copy When Attested
By Signature

Deputy Secretary of State

Pursuant to 13-A MRSA §906, the undersigned corporation American Cyanamid Company

(parent corporation)

a corporation of the State of Maine

owning at least 90% of the outstanding shares of each class of Praxis Biologics, Inc.
(subsidiary corporation)

a corporation of the State of New York

adopts the following Articles of Merger.

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
American Cyanamid Company	Maine
Praxis Biologics, Inc.	New York

SECOND: The laws of the State under which the foreign participating corporation is organized permits such merger under substantially the same terms as 13-A MRSA §904.

THIRD: The name of the surviving corporation is American Cyanamid Company

and such corporation is to be governed by the laws of the State of Maine

FOURTH: The plan of merger set forth in Exhibit A attached hereto was approved by the Board of Directors of the undersigned corporation.

PATENT

REEL: 9207 FRAME: 0861

CJR

FIFTH: The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent, surviving corporation is as follows:

<u>Name of Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent</u>
Praxis Biologics, Inc.	Common	10	10

SIXTH: The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is December 20, 19 93.

SEVENTH Effective date of the merger (if other than the date of filing of Articles) is _____, 19 ____.

(Not to exceed 60 days from date of filing of the Articles)

EIGHTH: The address of the registered office of the surviving corporation is* One Portland Square, Portland, Maine 04101
(street, city, state and zip code)

The address of the registered office of the subsidiary corporation is* 1633 Broadway, New York, New York 10019
(street, city, state and zip code)

Dated: December 30, 1993

American Cyanamid Company
(Surviving Corporation)
By Peter B. Webster
(signature)

Peter B. Webster, Clerk
(type or print name and capacity)

By _____
(signature)

(type or print name and capacity)

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president AND the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares.

PLAN OF MERGER

FIRST: American Cyanamid Company, a corporation organized under the laws of the State of Maine shall merge with and into itself and assume the liabilities and obligations of Praxis Biologics, Inc., a corporation organized under the laws of the State of New York. The name of the surviving corporation is American Cyanamid Company.

SECOND: The presently issued and outstanding shares of stock of Praxis Biologics, Inc., the merging corporation, all of which are owned by American Cyanamid Company, the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of American Cyanamid Company shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The by-laws of American Cyanamid Company shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of American Cyanamid Company shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.