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To the Honorable Commis

06-26-1998



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OVER SHEET

JUN 15 1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

ACC90-01FAL

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Praxis Biologics, Inc.

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

3. Nature of conveyance:

☐ Assignment

☒ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: December 30, 1993

2. Name and address of receiving party(ies)

Name: American Cyanamid Company

Internal Address:

Street Address: One Portland Square

City: Portland State: ME ZIP: 04101

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

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

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

A. Patent Application No.(s)

08/448,907

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Alice O. Carroll, Esq.

Internal Address: Hamilton, Brook, Smith  
& Reynolds, P.C.

Street Address: Two Militia Drive

City: Lexington State: MA ZIP: 02173

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Nina L. Pearlmutter

Name of Person Signing

Signature

Date

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

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

PATENT

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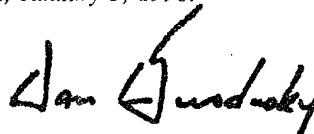
# State of Maine



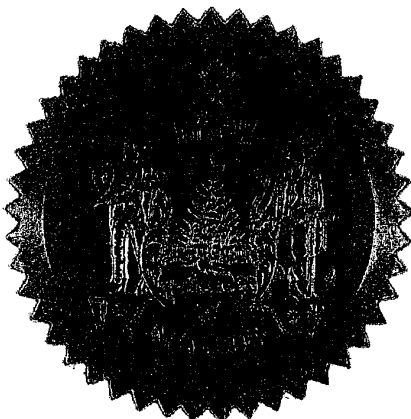
## Department of State

*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.*

A handwritten signature in black ink, reading "Dan Gwadosky".

DAN GWADOSKY  
SECRETARY OF STATE



For Use By The  
Secretary of State

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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 CompanyParent corporation, a Maine corporationMary Conner  
Deputy Secretary of StateA 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 Companyand such corporation is to be governed by the laws of the State of MaineFOURTH: The plan of merger set forth in Exhibit A attached hereto was approved by the Board of Directors of the undersigned corporation.

CJR

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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.