

05-17-1999

D \$ Docket No.: 31,317-04

FORM PTO-1595 (Modified) (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Copyright 1994-97 LegalStar P08/REV02



SHEET

U.S. DEPARTMENT OF COMMERCE

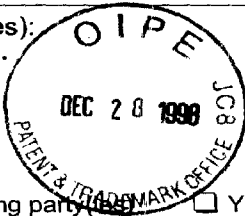
Patent and Trademark Office

101004615

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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



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

Name: AMERICAN CYANAMID COMPANY

Internal Address: FIVE GIRALDA FARMS

MADISON, NEW JERSEY 07940

Additional names(s) of conveying party:  Yes  No

3. Nature of conveyance: 12-28-98

- Assignment, Merger, Security Agreement, Change of Name, Other Corrected Assignment to Correct Application No. 08/477,653

Street Address: FIVE GIRALDA FARMS

City: MADISON State: NJ ZIP: 07940

Execution Date: DECEMBER 20, 1993

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)

08/447,653 Filed 04/23/95

B. Patent No.(s)

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:

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

- Enclosed - Any excess or insufficiency should be credited or debited to deposit account, Authorized to be charged to deposit account

8. Deposit account number:

01-1300

Charge 40. No spei Fee

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

Michelle L. Kalbfell

DECEMBER 21, 1998

Name of Person Signing

Signature

Date

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

10

FORM PTO-1595 (Modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
Copyright 1994-97 Legal Services  
P08/REV02

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

08-31-1998



Tab settings →

RE

To the Honorable Commissioner of Patents

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100809530

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MADISON, NEW JERSEY 07940

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08/477,653 FILED 4/23/95

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PARSIPPANY, NEW JERSEY 07054

Street Address: ONE CAMPUS DRIVE

City: PARPIPPANY State: NJ ZIP: 07054

6. Total number of applications and patents involved: 1

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

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- Authorized to be charged to deposit account

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01-1300

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MICHELLE L. KALBFELL

*Michelle L. Kalbfell*

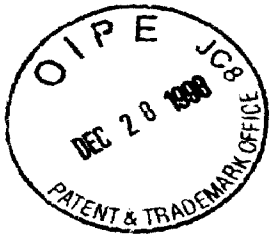
AUGUST 24, 1998

Name of Person Signing

Signature

Date

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



**STATE OF NEW JERSEY )**

**) SS:**

**COUNTY OF MORRIS )**

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

*Silvia Yee Litt*  
\_\_\_\_\_  
Notary Public

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

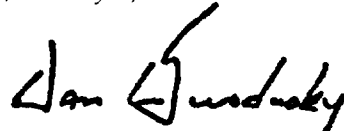
# State of Maine



## 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  
DCN 1940031300027 MERG  
FILED  
01/03/1994

(Parent-Subsidiary Merger of  
and Foreign Corporat

For Use By The Secretary of State	
File No. ....	
Fee Paid .....	
C.B. ....	
Date .....	

ARTICLES OF MERGER  
OF

Praxis Biologics, Inc.  
Subsidiary corporation, a New York corporation

INTO

American Cyanamid Company  
Parent corporation, a Maine corporation

Hany Cooper  
Deputy Secretary of State

---

A True Copy When Attested  
By Signature

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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  
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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, 1993.

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)

American Cyanamid Company  
(Surviving Corporation)

Dated: December 30, 1993

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.