

07-27-1999

FORM PTO-1595
(Rev. 8-93)U.S. DEPARTMENT OF COMM
Patent and Trademark101102262
PATENTS ONLY

ER

OMB No. 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):

PHARMAGENICS, INC.

Additional name(s) of conveying party(ies) attached:

☐ Yes ☒ No

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

Name: GENZYME CORPORATION

Internal Address:

Street Address: One Mountain RoadCity: Framingham State: MA Zip: 01701-9322Additional name(s) & address(es) attached: ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☒ Merger☐ Security/Agreement ☐ Change of Name☐ Other _____Execution Date: June 18, 1997

4. Application 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) 08/595,264

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No5. Name and address of party to whom correspondence
concerning document should be mailed:Name: Elliot M. OlsteinInternal Address: Carella, Byrne, Bain, Gilfillan, Cecchi,
Stewart & OlsteinStreet Address: 6 Becker Farm RoadCity: Roseland State: New Jersey Zip: 070686. Total number of applications and patents involved: 17. Total fee (37 CFR 3.41)....\$40.00☒ Enclosed☒ Additional fees, if any, authorized to be charged to deposit
account

8. Deposit account number:

03-0678

(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.*Raina Semionow

Name of Person Signing

Raina Semionow
SignatureJuly 22, 1999

Date

Total number of pages including cover sheet, attachments, and document: 9

37062

Mail documents to be recorded with required cover sheet information to:

07/26/1999 DNGUYEN 00000309 08595264

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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PATENT
REEL: 010114 FRAME: 0382

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State of Delaware
Office of the Secretary of State

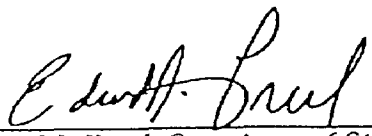
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PHARMAGENICS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GENZYME CORPORATION" UNDER THE NAME OF "GENZYME CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 1997, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

2763382 8100M

AUTHENTICATION: 8517353

971200394

DATE: 06-18-97

CERTIFICATE OF MERGER
OF
PHARMAGENICS, INC.
INTO
GENZYME CORPORATION
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Genzyme Corporation hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) PharmaGenics, Inc. ("PharmaGenics"), a Delaware corporation; and
 - (b) Genzyme Corporation ("Genzyme"), a Massachusetts corporation.
2. An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by PharmaGenics and Genzyme in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Genzyme Corporation.
4. The surviving corporation is a corporation organized under the laws of the Commonwealth of Massachusetts.
5. The Articles of Organization of Genzyme shall be the Articles of Organization of the surviving corporation.
6. The executed Merger Agreement is on file at an office of Genzyme at One Kendall Square, Cambridge, Massachusetts 02139.
7. A copy of the Merger Agreement will be furnished by Genzyme, on request and without cost, to any stockholder of PharmaGenics or Genzyme.
8. Genzyme hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of PharmaGenics, as well as for enforcement of any obligation of Genzyme arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal

proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and Genzyme irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of any such process shall be mailed by the Secretary of State to the following address:

Genzyme Corporation
One Kendall Square
Cambridge, Massachusetts 02139
Attention: Chief Legal Officer

12th IN WITNESS WHEREOF, Genzyme has caused this certificate to be signed on the day of June, 1997.

GENZYME CORPORATION
a Massachusetts corporation

By: 

David J. McLachlan
Executive Vice President, Finance and
Chief Financial Officer

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

~~XXXXXXXXXX~~ *merger of

Genzyme Corporation

a Massachusetts Corporation, and

PharmaGenics, Inc.

a Delaware Corporation

the constituent corporations.

Genzyme Corporation

~~XXXXXXXXXXXX~~ one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follow

1. An agreement of ~~XXXXXXXXXXXX~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXX~~ *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who is a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~XXXXXXXXXXXX~~ *merger determined pursuant to the agreement of ~~XXXXXXXXXXXX~~ *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger) -

The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C ☐
P ☐
M ☐
R.A. ☐

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a sheet.

State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~XXXXXX~~ / surviving corporation.

(a) The street address (post office boxes are not acceptable) of the ~~XXXXXX~~ / surviving corporation in Massachusetts is:

One Kendall Square, Cambridge, MA 02139

** If there are no provisions state "None"

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Henri A. Termeer	65-3 Commercial Wharf Boston, MA 02110	c/o Genzyme Corporation One Kendall Square, Cambridge, MA 02139
Treasurer: Evan M. Lebson	5 Arbetter Drive Framingham, MA 01701	c/o Genzyme Corporation One Kendall Square, Cambridge, MA 02139
Clerk: Peter Wirth	37 Hancock Street Boston, MA 02114	c/o Genzyme Corporation One Kendall Square, Cambridge, MA 02139
Directors:		

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ / surviving corporation shall end on the last day of the month of:
December 31

Item 5 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of Massachusetts.

FOR MASSACHUSETTS CORPORATIONS

David J. McLachlan, ~~TXS000497~~ Vice President

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

*merger has been duly adopted by such corporation in the manner required by the laws of Delaware

f Michael T. Sherman
Alan T. Cook

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~CONSOLIDATION~~ / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Maureen P. Manning, Esq.

Palmer & Dodge LLP

One Beacon Street

Boston, MA 02108

Telephone: (617) 573-0100

Directors:

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Henri A. Termeer	65-3 Commercial Wharf Boston, MA 02110	c/o Genzyme Corporation One Kendall Square Cambridge, MA 02139
Constantine E. Anagnostopoulos	29 Portland Drive St. Louis, MO 63131	Same as above
Douglas A. Berthiaume	114 Cara Drive N. Andover, MA 01845	Same as above
Charles L. Cooney	35 Chestnut Street Brookline, MA 02146	Same as above
Henry E. Blair	2580 Main Street PO Box 648 Barnstable, MA 02630	Same as above
Henry R. Lewis	35 Clover Street Belmont, MA 02178	Same as above
Robert J. Carpenter	9 Lowell Road Wellesley, MA 02181	Same as above

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