

REC

06-29-2000

SHEET



To the Honorable Commissioner o

101391981

hed original documents or copy thereof.

1. Name of conveying party(ies)  
LeukoSite, Inc.

6-5-00

2. Name and address of receiving party(ies)

Name: Millennium Pharmaceuticals, Inc.

Internal Address:

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Street Address: 75 Sidney Street

City: Cambridge State: MA ZIP: 02139

Execution Date: March 15, 2000

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)  
09/235,111

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: 02421-4799

6. Total number of applications and patents involved:  [ X ]

7. Total Fee (37 C.F.R. 3.41)..... \$ 40.00

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

08-0380

(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.

Alice O. Carroll

Name of Person Signing

*Alice O. Carroll 33542*

Signature

*June 1, 2000*

Date

Total number of pages including cover sheet, attachments, and document: [ 4 ]

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 OWNERSHIP, WHICH MERGES:

"LEUKOSITE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MILLENNIUM PHARMACEUTICALS, INC." UNDER THE NAME OF "MILLENNIUM PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 5:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2322355 8100M

001166184

AUTHENTICATION: 0354712  
DATE: 03-31-00

PATENT  
REEL: 010876 FRAME: 0930

3-16-00

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**LeukoSite, Inc.**  
**(a Delaware corporation)**

**INTO**

**Millennium Pharmaceuticals, Inc.**  
**(a Delaware corporation)**

Millennium Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated on the 13th day of January, 1993 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the stock of LeukoSite, Inc., a corporation incorporated on the 1st day of May, 1992 pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Executive Committee of the Board of Directors of the Corporation, by written consent effective as of the 13th day of March, 2000, duly adopted the following resolutions:

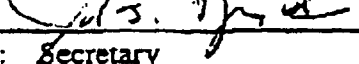
**RESOLVED:** That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge LeukoSite, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;

**RESOLVED:** That the President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of LeukoSite, Inc. into the Corporation, cause the same to be filed with the Secretary of State of Delaware and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger.

**RESOLVED:** That the merger of LeukoSite, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 15<sup>th</sup> day of March, 2000.

MILLENNIUM PHARMACEUTICALS, INC.

By:   
Title: Secretary  
Jack Douglas