

06-29-2000

RECO



HEET

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

<p>1. Name of conveying party(ies) LeukoSite, Inc.</p> <p style="text-align: center; font-size: 24px;"><b>6-5-00</b></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Millennium Pharmaceuticals, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>75 Sidney Street</u></p> <p>City: <u>Cambridge</u> State: <u>MA</u> ZIP: <u>02139</u></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 15, 2000</u></p>	

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: \_\_\_\_\_

<p>A. Patent Application No.(s) <u>09/234.868</u></p>	<p>B. Patent No.(s)</p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Alice O. Carroll, Esq.</u></p> <p>Internal Address: _____</p> <p><u>Hamilton, Brook, Smith &amp; Reynolds, P.C.</u></p> <p>Street Address: <u>Two Militia Drive</u></p> <p>City: <u>Lexington</u> State: <u>MA</u> ZIP: <u>02421-4799</u></p>	<p>6. Total number of applications and patents involved: <input checked="" type="checkbox"/> ]</p> <p>7. Total Fee (37 C.F.R. 3.41)..... \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to charge any deficiencies or credit any overpayment to deposit account</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p style="text-align: center;"><u>08-0380</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

<p><u>Alice O. Carroll</u></p> <p>Name of Person Signing</p>	<p><u>Alice O. Carroll 33542</u></p> <p>Signature</p>	<p><u>June 1, 2000</u></p> <p>Date</p>
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Total number of pages including cover sheet, attachments, and document:  4 ]

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:

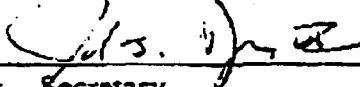
**RESOLVED:** That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge LeukoSite, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;

**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

*Office of the Secretary of State*

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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.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0354712

DATE:

03-31-00

RECORDED: 06/05/2000

PATENT  
REEL: 010876 FRAME: 0984