



MRD 1/23/01

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Attorney Docket No. 00960-503

REC		 101602213		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
FORM PTO-1595 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)					
To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
<b>1. Name of conveying party(ies):</b> Creative BioMolecules, Inc.  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			<b>2. Name and address of receiving party(ies)</b> Name: Curis, Inc. Internal Address: 45 Moulton Street Cambridge, MA 02138  Street Address: 45 Moulton Street Cambridge, MA 02138  Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: July 31, 2000					
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is _____ A. Patent Application No.(s) 08/440,894 B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
<b>5. Name and address of party to whom correspondence Concerning document should be mailed:</b> Name: Ivor R. Elrifi Address: MINTZ, LEVIN, COHN, FERRIS GLOVSKY and POPEO, P.C. One Financial Center Boston, MA 02111			<b>6. Total number of applications and patents involved:</b> [ 1 ] <b>7. Total fee (37 CFR 3.41):</b> .....\$40.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> The Commissioner is authorized to charge the undersigned's Deposit Account.  <b>8. Deposit Account No:</b> 50-0311		
01/31/2001 DBYRME 00000101 08440894 01 FC:581 40.00 OP			DO NOT USE THIS SPACE		
<b>9. Statement and signature</b> <i>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.</i> Ingrid A. Beattie, Reg. No. 42,306  January 23, 2001 Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: [ 4 ]					

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

Box Assignment  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

TRADOCS:1428187.1(%LZV01!.DOC)

PATENT  
REEL: 011469 FRAME: 0887

**CERTIFICATE OF MERGER****OF****EACH OF****CREATIVE BIOMOLECULES, INC., a Delaware Corporation,****ONTOGENY, INC., a Delaware Corporation and****REPROGENESIS, INC., a Texas Corporation****WITH AND INTO****CURIS, INC., a Delaware Corporation**

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Pursuant to Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporations organized and existing under and by virtue of the General Corporation Law of the State of Delaware and the Texas Business Corporation Act, DO HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations are as follows:

	<u>NAME</u>	<u>STATE OF INCORPORATION</u>
1.	Creative Biomolecules, Inc.	Delaware
2.	Ontogeny, Inc.	Delaware
3.	Reprogenesis, Inc.	Texas
4.	Curis, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of February 14, 2000 by and among Creative Biomolecules, Inc., Ontogeny, Inc., Reprogenesis, Inc. and Curis, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the state of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Curis, Inc. (the "Surviving Corporation").

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 07/31/2000  
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**FOURTH:** That the Certificate of Incorporation of CURIS shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That the executed copy of the Agreement and Plan of Merger is on file at an office of the Surviving Corporation. The address of such office is:

Curis, Inc.  
45 Moulton Street  
Cambridge, MA 02138

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the constituent corporations.

**SEVENTH:** That the authorized capital stock of Reprogenesis, Inc. is as follows:

Common Stock:	30,084,501
Preferred Stock:	7,747,153
Series A:	2,702,702
Series B:	5,044,451
Total:	37,831,654

IN WITNESS WHEREOF, the undersigned, being the Vice President of CURIS, does hereby execute this Certificate of Merger and so certifies, affirms and acknowledges under penalties of perjury that this is his free act and deed and that the facts stated herein are true, this July 31, 2000.

CURIS, INC.

By:   
Bruce A. Leicher, Vice President

# Office of the Secretary of State

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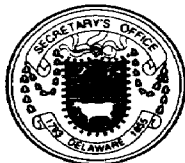
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CREATIVE BIOMOLECULES, INC.", A DELAWARE CORPORATION,

"ONTOGENY, INC.", A DELAWARE CORPORATION,

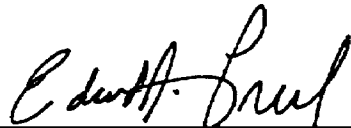
"REPROGENESIS, INC.", A TEXAS CORPORATION,

WITH AND INTO "CURIS, INC." UNDER THE NAME OF "CURIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2000, AT 4 O'CLOCK P.M.



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001390656

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0596932

08-02-00

PATENT

RECORDED: 01/23/2001

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