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Fee Amount Fee Amound	nt for Properties Listed (3	7 CFR 3.41): \$ 40.00			
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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. Charges to deposit account are authorized, as indicated herein.					
Patrick R. H. Waller	Pat IH Wal	L 3 28/01			
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CREATE AND PERSONNELS AND A DESCRIPTION OF

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "EXACT SCIENCES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF FEBRUARY, A.D. 1995, AT 11:45 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1995, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LAPIDUS MEDICAL SYSTEMS, INC." TO "EXACT LABORATORIES, INC.", FILED THE TWELFTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TENTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.



Darriet Smith Windsor, Secretary of State

AUTHENTICATION: 0937943

DATE: 01-26-01

PATENT REEL: 011658 FRAME: 0342

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State of Delaware

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RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SEVENTEENTH DAY OF MARCH, A.D. 1998, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 2:30 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF APRIL, A.D. 2000, AT 9:45 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE SEVENTH DAY OF APRIL, A.D. 2000, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EXACT LABORATORIES, INC." TO "EXACT CORPORATION", FILED THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF DECEMBER, A.D. 2000, AT 10, O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EXACT CORPORATION" TO "EXACT SCIENCES CORPORATION", FILED THE FIRST DAY OF DECEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



Darriet Smith Windsor, Secretary of State

AUTHENTICATION: 0937943

DATE: 01-26-01

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PAGE 3

AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.





Darriet Smith Windsor, Secretary of State

AUTHENTICATION: 0937943

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RECORDED: 03/28/2001

DATE: 01-26-01

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