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PATENT

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Address (line 2) High Street Tower

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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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2479901 8310

AUTHENTICATION: 0937943

010042399

DATE: 01-26-01

PATENT
REEL: 011658 FRAME: 0347

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2479901 8310

AUTHENTICATION: 0937943

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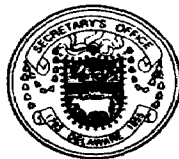
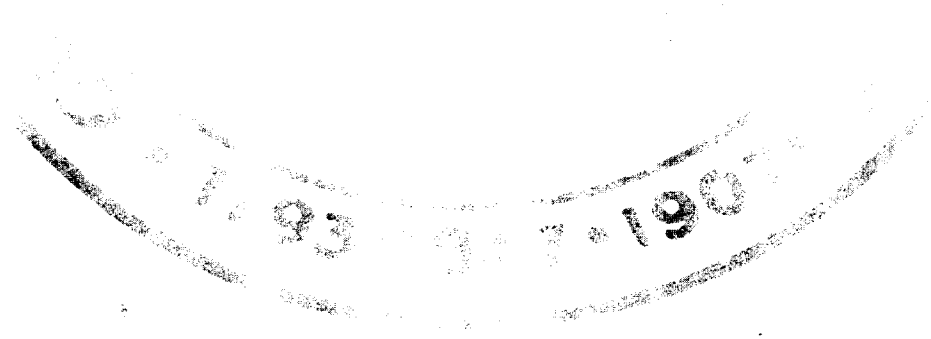
State of Delaware
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PAGE 3

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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RECORDED: 04/02/2001

AUTHENTICATION: 0937943

DATE: 01-26-01

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