

01-16-2002  
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### RECORDATION FORM COVER SHEET PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
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Reel #  Frame #

#### Conveyance Type

Assignment  Security Agreement

License  Change of Name

Merger  Other

**U.S. Government**  
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#### Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1)  Execution Date  
Month Day Year

Name (line 2)

#### Second Party

Name (line 1)

Name (line 2)

Execution Date  
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#### Receiving Party

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#### Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

**PATENT**  
REEL: 012454 FRAME: 0224

**Correspondent Name and Address**      **Area Code and Telephone Number**

**Name**

**Address (line 1)**

**Address (line 2)**

**Address (line 3)**

**Address (line 4)**

**Pages**      **Enter the total number of pages of the attached conveyance document including any attachments.**      #

**Application Number(s) or Patent Number(s)**       **Mark if additional numbers attached**

*Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).*

<b>Patent Application Number(s)</b>			<b>Patent Number(s)</b>		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5780454"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.       **Month**  **Day**  **Year**

**Patent Cooperation Treaty (PCT)**

Enter PCT application number  PCT  PCT   
only if a U.S. Application Number  PCT  PCT   
has not been assigned.

**Number of Properties**      **Enter the total number of properties involved.**      #

**Fee Amount**      **Fee Amount for Properties Listed (37 CFR 3.41):** \$

**Method of Payment:**      **Enclosed**       **Deposit Account**

**Deposit Account**  
(Enter for payment by deposit account or if additional fees can be charged to the account.)

**Deposit Account Number:**      #

**Authorization to charge additional fees:**      **Yes**       **No**

**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.*

Janice M. Klunder, Ph.D., Reg. No. 41,121      *Janice M. Klunder*      11/27/01  
**Name of Person Signing**      **Signature**      **Date**

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:

"PROSCRIPT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "LEUKOSITE, INC." UNDER THE NAME OF

"LEUKOSITE, 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 12 O'CLOCK P.M.



2296418 8100M

001315321

Handwritten signature of Edward J. Freel in cursive script.

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Edward J. Freel, Secretary of State

0512438

AUTHENTICATION:

06-21-00

DATE:

PATENT

REEL: 012454 FRAME: 0226

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

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

**INTO**

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

LeukoSite, 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 1st day of May, 1992 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 ProScript, Inc., a corporation incorporated on the 20th day of August, 1992 pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Board of Directors of the Corporation, by written consent effective as of the 14th 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 ProScript, 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 ProScript, 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 ProScript, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 03/16/2000  
001133461 - 2296418  
**PATENT**

**REEL: 012454 FRAME: 0227**

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.

LEUKOSITE INC.

By:   
Title: President  
John Maraganore