



06-18-2003



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Attorney Docket Number: 00786/259001

Substitute Form PTO-

Certificate of Mailing: Date of Deposit June 11, 2003

I hereby certify under 37 C.F.R. § 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450.

Colleen Coyne  
Printed Name

*Colleen Coyne*  
Signature of Person Mailing Correspondence

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

Please record the attached document.

<b>1. Names of all conveying parties:</b>  Genetics Institute, Inc. 87 CambridgePark Drive Cambridge, MA 02140  Additional names attached: NO	<b>2. Names and addresses of all receiving parties:</b>  Genetics Institute, LLC 87 CambridgePark Drive Cambridge, MA 02140  Additional names/addresses attached: NO
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____  Execution Date: January 1, 2002	
<b>4. Application numbers or patent numbers:</b>  A. Patent Application Numbers: <u>08/504,538</u>	<b>B. Patent Numbers:</b>
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Karen L. Elbing, Ph.D., REG. NO. 35,238 Clark & Elbing LLP 101 Federal Street Boston, MA 02110 Customer No.: 21559	<b>6. Total number of applications/patents involved: 1</b>  <b>7. Total fee (37 C.F.R. § 3.41): \$40.00</b> <input checked="" type="checkbox"/> Fee enclosed <input type="checkbox"/> Authorized to charge deposit account  <b>8. Deposit account number: 03-2095.</b> If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to Deposit Account No. 03-2095.

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 the attached is the original document or a true copy thereof.*

Karen L. Elbing, Ph.D.  
Name of person signing

*K. L. Elbing*  
Signature

11 June 2003  
Date

06/17/2003 DBYRNE 00000222 08504538  
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PATENT TRADEMARK OFFICE

**PATENT**  
**REEL: 014170 FRAME: 0462**

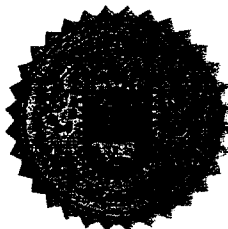
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GENETICS INSTITUTE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GENETICS INSTITUTE, INC." TO "GENETICS INSTITUTE, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1998325

DATE: ~~PATENT~~ 02  
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**CERTIFICATE OF CONVERSION**

**CONVERTING**

**GENETICS INSTITUTE, INC.**  
(A Delaware Corporation)

**TO**

**GENETICS INSTITUTE, LLC**  
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting Genetics Institute, Inc., a Delaware corporation (the "Converting Corporation"), to a Delaware limited liability company to be named "Genetics Institute, LLC" (the "Company") pursuant to Section 266 of the Delaware General Corporation Law, 8 Del. C. §§ 101 ~~et seq.~~ (the "DGCL"), and Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 ~~et seq.~~ (the "Delaware LLC Act").

The undersigned, as an authorized person of the Converting Corporation and the Company, does hereby certify as follows:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion, was "Genetics Institute, Inc." The name of the Converting Corporation under which it was originally incorporated was "Genetics Institute."

2. Date and Jurisdiction of Incorporation of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was incorporated, which jurisdiction has not changed, are as follows:

Date

Jurisdiction

December 12, 1980

Delaware

3. Name of Continuing Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "Genetics Institute, LLC."

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

5. Effective Time. This Certificate shall be effective on January 1, 2002 at 12:01 a.m.

6. Continuation. The conversion shall constitute a continuation of the existence of the Converting Corporation, Genetics Institute, Inc., in the form of and as a Delaware limited liability company, Genetics Institute, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion as of the 26<sup>th</sup> day of December, 2001.

GENETICS INSTITUTE, INC.

By: 

Jack M. O'Connor  
Treasurer