1. Name of conveying party(ies): PROXIMA THERAPEUTICS, INC.

Additional names(s) of conveying party(ies) □ Yes □ No

3. Nature of conveyance:
☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other ____________________________

Execution Date: March 7, 2005

4. Application number(s) or patent numbers(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

See attached - Schedule A

11/28/2005 DBYME 0000181 502855 10750921
01 FC: 0821 1040.00 DA

Additional numbers attached? □ Yes □ No

6. Total number of applications and patents involved: 26

7. Total fee (37 CFR 3.41): $1,040.00
☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account
☒ Authorized to be charged to deposit account

8. Deposit account number:
502855

(Attach duplicate copy of this page if paying by deposit account)

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.

Theodore Allen
Name of Person Signing

Signature
Date 11/21/2005

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450

PATENT

REEL: 017251 FRAME: 0131
# EXHIBIT A

## PATENT APPLICATIONS

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## ISSUED PATENTS

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROXIMA THERAPEUTICS, INC.", CHANGING ITS NAME FROM "PROXIMA THERAPEUTICS, INC." TO "CYTYC SURGICAL PRODUCTS II, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 2005, AT 11:16 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.
PROXIMA THERAPEUTICS, INC.

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

PROXIMA THERAPEUTICS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "Company"), does hereby certify, pursuant to Section 242 of the General Corporation Law of the State of Delaware, that:

FIRST: Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and the Company's By-Laws, by written consent of the Board of Directors of the Company dated March 7, 2005, and by written consent of the sole stockholder of the Company dated March 7, 2005, the Amendment to the Company's Certificate of Incorporation changing Article First of the Certificate of Incorporation and referred to in the following resolutions were duly adopted:

RESOLVED: That it is deemed advisable and in the best interest of the Company to amend Article First of its Certificate of Incorporation by deleting Article First in its entirety and substituting in lieu thereof the following Article First:

FIRST: The name of the corporation is:

Cytotec Surgical Products II, Inc.

RESOLVED: That the Company be and it hereby is authorized and directed to amend its Certificate of Incorporation as set forth in the foregoing resolution, and that the appropriate officers of the Company be and they hereby are authorized and directed to execute and deliver any and all documents or certificates deemed necessary to effectuate the proposed amendment outlined above, including a Certificate of Amendment to the Certificate of Incorporation for filing with the Delaware Secretary of State.

Accordingly, Article First of the Certificate of Incorporation of the Company is hereby amended to read as set forth herein.
IN WITNESS WHEREOF, Proxima Therapeutics, Inc., has caused this Certificate of Amendment to its Certificate of Incorporation to be executed by an authorized officer, this 7th day of March, 2006.

PROXIMA THERAPEUTICS, INC.

By: [Signature]
Name: [Name]
Title: [Title]

Signature Page to the Certificate of Amendment
I, HARRIET SMITH WINDSOR, 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:

"POLARIS ACQUISITION CORP.", A DELAWARE CORPORATION,


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3439635 8100M
050189171

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3724182
DATE: 03-07-05
STATE OF DELAWARE

CERTIFICATE OF MERGER OF

POLARIS ACQUISITION CORP, (a Delaware corporation)

WITH AND INTO

PROXIMA THERAPEUTICS, INC. (a Delaware corporation)

Pursuant to Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation does hereby certify that:

FIRST: The name of each constituent corporation is Proxima Therapeutics, Inc., a Delaware corporation, and Polaris Acquisition Corp., a Delaware corporation.

SECOND: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c) of the DGCL.

THIRD: The name of the surviving corporation is Proxima Therapeutics, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated as attached hereto and as such will be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed agreement and plan of merger is on file at 250 Campus Drive, Marlborough, MA 01752, the principal place of business of the surviving corporation.

SIXTH: 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 any constituent corporation.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 7th day of March, 2005.

PROXIMA THERAPEUTICS, INC.

By: [Signature]
Name: Timothy J. Patrick
Title: President and Chief Executive Officer
AMENDED AND RESTATE
CERTIFICATE OF INCORPORATION
OF
PROXIMA THERAPEUTICS, INC.

FIRST: The name of the corporation is:

Proxima Therapeutics, Inc.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is three thousand (3,000), and the par value of each of such shares is one cent ($0.01), amounting in the aggregate to thirty dollars ($30.00) of capital stock.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

(a) The election of directors need not be by written ballot.

(b) The board of directors shall have the power and authority:

1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws;

2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and

3) subject to any provision of the by-laws of the corporation, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as
conferred by statute or authorized by the by-laws of the corporation or by the board of directors.

SIXTH. No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Sixth shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.