

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2005
CONVEYING PARTY DATA	
Name	Execution Date
ILEX PRODUCTS, INC.	06/30/2005
RECEIVING PARTY DATA	
Name:	GENZYME CORPORATION
Street Address:	153Second Avenue
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02451
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6680382
CORRESPONDENCE DATA	
Fax Number:	(512)536-4598
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	512-536-3184
Email:	cevans@fulbright.com
Correspondent Name:	Steven L. Highlander
Address Line 1:	600 Congress Avenue
Address Line 2:	Suite 2400
Address Line 4:	Austin, TEXAS 78701
ATTORNEY DOCKET NUMBER:	10500436/ILEX:063US
NAME OF SUBMITTER:	Steven L. Highlander
Total Attachments: 9 source=Subsidiary Merger documents#page1.tif	

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PATENT  
REEL: 019171 FRAME: 0648

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# Delaware

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*The First State*

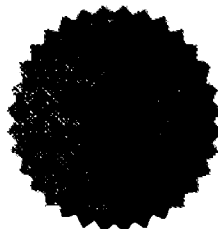
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ILEX PHARMACEUTICALS, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "ILEX PHARMACEUTICALS, L.L.C." UNDER THE NAME OF "ILEX PHARMACEUTICALS, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:19 O'CLOCK P.M.

2747992 8100M

050547220



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3993624

DATE: 07-01-05

**CERTIFICATE OF MERGER  
OF  
ILEX PHARMACEUTICALS, L.P.  
INTO  
ILEX PHARMACEUTICALS, L.L.C.**

Pursuant to Title 6, Sec. 18-209 of the Delaware Code, the undersigned surviving limited liability company, in its capacity as general partner, submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited partnership and domestic limited liability company which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Ilex Pharmaceuticals, L.P.	Delaware
Ilex Pharmaceuticals, L.L.C.	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited partnership and domestic limited liability company which are to merge.

3. The name of the surviving limited liability company is: **ILEX PHARMACEUTICALS, L.L.C.**

4. The merger shall become effective on June 30, 2005.

5. The agreement of merger is on file at a place of business of the surviving limited liability company which is located at 500 Kendall Street, Cambridge, Massachusetts 02142.

6. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any partner of the domestic limited partnership or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30<sup>th</sup> day of June, 2005, and is being filed in accordance with Title 6, Sec. 18-209 by an authorized person of the surviving limited liability company in the merger.

**ILEX PHARMACEUTICALS, L.L.C.,  
General Partner**

By: \_\_\_\_\_

Name: Peter Wirth

Title: Vice President and Secretary

DE101-171100 CT System Online

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 06/30/2005  
FILED 02:19 PM 06/30/2005  
SRV 050547220 - 2747992 FILE

# Delaware

PAGE 1

*The First State*

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:

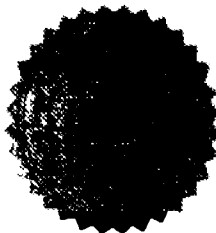
"ILEX PHARMACEUTICALS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ILEX PRODUCTS, INC." UNDER THE NAME OF "ILEX PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:42 O'CLOCK P.M.

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

2789295 8100M

050547248



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3994163

DATE: 07-01-05

PATENT  
REEL: 019171 FRAME: 0652

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANY  
INTO A  
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is *ILEX PRODUCTS, INC.*, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is *ILEX PHARMACEUTICALS, L.L.C.*

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The merger is to become effective on June 30, 2005.

**FOURTH:** The Agreement of Merger is on file at 500 Kendall Street, Cambridge, Massachusetts 02142, the place of business of the surviving corporation.

**FIFTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SIXTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

*[Remainder of page intentionally left blank. Signature page to follow]*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 06/30/2005  
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FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (THU) 6. 30'05 17:19/ST. 17:17/NO. 4260103594 P 3

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 30th day of June 2005.

**ILEX PRODUCTS, INC.**

By: 

Peter Wirth

Vice President and Secretary

**PATENT**

**REEL: 019171 FRAME: 0654**

# Delaware

PAGE 1

*The First State*

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:

"ILEX PRODUCTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GENZYME CORPORATION" UNDER THE NAME OF "GENZYME CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:43 O'CLOCK P.M.

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

3993937 8100M

050547347



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3993693

DATE: 07-01-05



**CERTIFICATE OF MERGER  
OF  
ILEX PRODUCTS, INC.  
(a Delaware Corporation)  
WITH AND INTO  
GENZYME CORPORATION  
(a Massachusetts Corporation)**

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is GENZYME CORPORATION, a Massachusetts corporation ("Genzyme").

**SECOND:** The name of the company being merged into Genzyme is ILEX PRODUCTS, INC., a Delaware corporation ("Products").

**THIRD:** That an Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of Genzyme and Products.

**FOURTH:** The Merger Agreement is on file at the principal place of business of the Company at Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142. A copy of the Merger Agreement will be furnished by the Company on request, and without cost, to any stockholder of the constituent corporations.

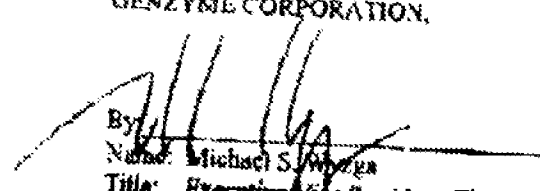
**FIFTH:** The Merger is to become effective on the date of filing.

**SIXTH:** That the Certificate of Incorporation of Genzyme immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Company immediately after the effective time of the Merger.

**EIGHTH:** The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Company at c/o Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142.

**IN WITNESS WHEREOF,** said Surviving Corporation has caused this certificate to be signed by an authorized officer this 29 day of June 2005.

GENZYME CORPORATION.

By:   
Name: Michael S. Wraga  
Title: Executive Vice President, Finance;  
CFO

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 06/30/2005  
FILED 02:43 PM 06/30/2005  
SRV 050547347 - 2789295 FILE

# Delaware

PAGE 1

*The First State*

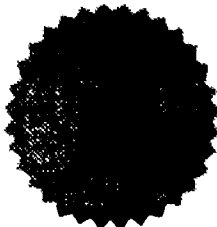
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ILEX ACQUISITIONS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GENZYME CORPORATION" UNDER THE NAME OF  
"GENZYME CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND  
FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT  
2:44 O'CLOCK P.M.

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

3994326 8100M

050547355



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3994556

DATE: 07-01-05

**CERTIFICATE OF MERGER  
OF  
ILEX ACQUISITIONS, INC.  
(a Delaware Corporation)  
WITH AND INTO  
GENZYME CORPORATION  
(a Massachusetts Corporation)**

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is GENZYME CORPORATION, a Massachusetts corporation ("Genzyme").

**SECOND:** The name of the company being merged into Genzyme is ILEX ACQUISITIONS, INC., a Delaware corporation ("Acquisitions").

**THIRD:** That an Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of Genzyme and Acquisitions.

**FOURTH:** The Merger Agreement is on file at the principal place of business of the Company at Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142. A copy of the Merger Agreement will be furnished by the Company on request, and without cost, to any stockholder of the constituent corporations.

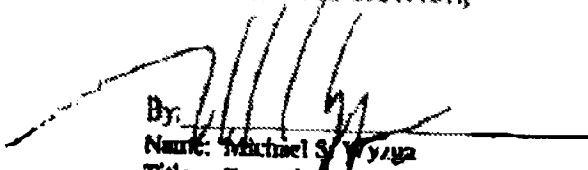
**FIFTH:** The Merger is to become effective on the date of filing.

**SIXTH:** That the Certificate of Incorporation of Genzyme immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Company immediately after the effective time of the Merger.

**EIGHTH:** The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Company at c/o Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142.

**IN WITNESS WHEREOF,** said Surviving Corporation has caused this certificate to be signed by an authorized officer this 30 day of June 2005.

GENZYME CORPORATION,

By:   
Name: Michael S. Wyngaert  
Title: Executive Vice President, Finance,  
CFO

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 06/30/2005  
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