

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2010
CONVEYING PARTY DATA	
Name	Execution Date
Virochem Pharma Inc.	03/31/2010
RECEIVING PARTY DATA	
Name:	Vertex Pharmaceuticals (Canada) Incorporated
Street Address:	275 Armand-Frappier Blvd.
City:	Laval, Quebec
State/Country:	CANADA
Postal Code:	H7V 4A7
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13081780
CORRESPONDENCE DATA	
Fax Number:	(269)337-7779
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	269-337-7836
Email:	patent@honigman.com
Correspondent Name:	Kathryn D. Soulier
Address Line 1:	350 East Michigan Avenue, Suite 300
Address Line 4:	Kalamazoo, MICHIGAN 49007
ATTORNEY DOCKET NUMBER:	223306/PHAR129USC2/310797
NAME OF SUBMITTER:	Kathryn D. Soulier
Total Attachments: 6 source=Merger_Document#page1.tif source=Merger_Document#page2.tif source=Merger_Document#page3.tif source=Merger_Document#page4.tif source=Merger_Document#page5.tif source=Merger_Document#page6.tif	

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PATENT
REEL: 026253 FRAME: 0960



Industry
Canada

Industrie
Canada

Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

VERTEX PHARMACEUTICALS (CANADA) INCORPORATED

Corporate name / Dénomination sociale

750145-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw

Director / Directeur

2010-04-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada

PATENT

REEL: 026253 FRAME: 0961



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of the amalgamated corporation

Dénomination sociale de la société issue de la fusion

VERTEX PHARMACEUTICALS (CANADA) INCORPORATED

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)
Quebec

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

Schedule 1 annexed hereto is incorporated in this form.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 1 Maximum: 10

Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on
None.

Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

Schedule 2 annexed hereto is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☒ 183☐ 184(1)☐ 184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
7337469 CANADA INC.	7,3,3,7,4,6,-,9	Valerie Z. Andrews
VIROCHEM PHARMA INC.	4,1,2,0,0,6,-,0	Valerie Z. Andrews

Note:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota:

Faute une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

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SCHEDULE 1

RESTRICTIONS ON TRANSFER OF SHARES

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

SCHEDULE 2

OTHER PROVISIONS

Authorization to Appoint Additional Directors

The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



Industry Canada Industrie Canada
Corporations Canada Corporations Canada

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents, if a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

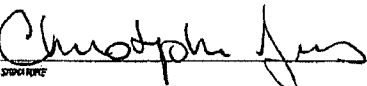
By Facsimile:
613-941-0999

1	Corporation name
VERTEX PHARMACEUTICALS (CANADA) INCORPORATED	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)	
275 Armand-Frappier Blvd.		
NUMBER AND STREET NAME		
Laval	Quebec	H7V 4A7
CITY	PROVINCE/TERRITORY	POSTAL CODE

3	Mailing address (if different from the registered office)	
SAME AS ABOVE ☒		
ATTENTION OF		
NUMBER AND STREET NAME		
CITY	PROVINCE/TERRITORY	POSTAL CODE

4 Members of the board of directors			
FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
Christopher	Jones	230 Glengrove Avenue Toronto, ON M4K 1P3	Y
Ian F.	Smith	47 Little Pond Road Northboro, MA 01352 U.S.A.	N
Matthew W.	Emmens	310 Hammond Pond Parkway Chestnut Hill, MA 02462 U.S.A.	N

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
	
SIGNATURE	TELEPHONE NUMBER
Christopher Jones	(416) 863-2704
FIRST NAME	TELEPHONE NUMBER
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

Canada

IC 2904 (2006/12)

MAR 31 2010
MAIL 9:15

PATENT
REEL: 026253 FRAME: 0965

) IN THE MATTER OF the *Canada*
) *Business Corporations Act* and
) the articles of amalgamation
) of 7337469 Canada Inc. and
) ViroChem Pharma Inc.

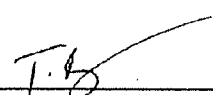
TO WIT:

I, Ian F. Smith, of Northboro, in the Commonwealth of Massachusetts,
SOLEMNLY DECLARE THAT:

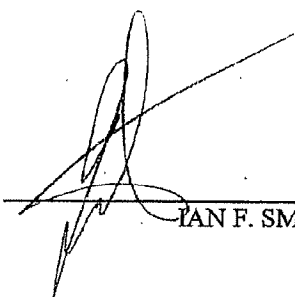
1. I am the Treasurer of 7337469 Canada Inc. and ViroChem Pharma Inc. (the "Amalgamating Corporations") and as such have personal knowledge of the matters herein declared.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporations are and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

AND I MAKE this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath.

DECLARED before me at the)
COUNTY of SUFFOLK, in)
the COMMONWEALTH of MASSACHUSETTS)
this 31ST day of MARCH, 2010.)



A Notary Public
TAYLOR Q. RIELEY
Expires: Nov. 21, 2014



IAN F. SMITH