

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6194252

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2020

CONVEYING PARTY DATA

Name	Execution Date
TOLERO PHARMACEUTICALS, INC.	07/01/2020

RECEIVING PARTY DATA

Name:	BOSTON BIOMEDICAL, INC.
Street Address:	640 MEMORIAL DRIVE
City:	CAMBRIDGE
State/Country:	MASSACHUSETTS
Postal Code:	02139

PROPERTY NUMBERS Total: 20

Property Type	Number
PCT Number:	US2017062408
PCT Number:	US2019038283
PCT Number:	US2019064549
PCT Number:	US2019065069
Application Number:	62163188
Application Number:	15158206
Application Number:	15673213
Application Number:	16279958
Application Number:	16727693
Application Number:	62424255
Application Number:	16462094
Application Number:	62688140
Application Number:	62775303
Application Number:	16703773
Application Number:	62776985
Application Number:	62909147
Application Number:	62926390
Application Number:	16706463
Application Number:	62753031

PATENT

Property Type	Number
Application Number:	62774096

CORRESPONDENCE DATA

Fax Number: (508)357-7894

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 508-481-6700

Email: ToleroDocket@sunovion.com

Correspondent Name: DEBORAH A. MILLER

Address Line 1: 84 WATERFORD DRIVE

Address Line 2: SUMITOMO DAINIPPON PHARMA AMERICA, INC.

Address Line 4: MARLBOROUGH, MASSACHUSETTS 01752

ATTORNEY DOCKET NUMBER: TP4000-MERGER

NAME OF SUBMITTER: WENDY PENNIMAN

SIGNATURE: /Wendy Penniman/

DATE SIGNED: 07/08/2020

Total Attachments: 7

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Delaware

The First State

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I, JEFFREY W. BULLOCK, 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:

"TOLERO PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BOSTON BIOMEDICAL, INC." UNDER THE NAME OF "BOSTON BIOMEDICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2020, AT 8:18 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4256852 8100M
SR# 20206010586

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203207178
Date: 07-01-20

PATENT
REEL: 053172 FRAME: 0835

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:18 AM 07/01/2020
FILED 08:18 AM 07/01/2020
SR 20206010586 - File Number 4256852

CERTIFICATE OF MERGER
OF
TOLERO PHARMACEUTICALS, INC.
INTO
BOSTON BIOMEDICAL, INC.

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

Boston Biomedical, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Tolero Pharmaceuticals, Inc.	Delaware
Boston Biomedical, Inc.	Delaware

SECOND: An agreement of merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the corporation surviving the merger is "Boston Biomedical, Inc." (the "Surviving Corporation").

FOURTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto and shall continue as the amended and restated certificate of incorporation of the Surviving Corporation until further amended in accordance with the provisions of the DGCL.

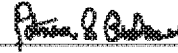
FIFTH: The merger shall be effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 251 of the DGCL.

SIXTH: The executed agreement of merger is on file at an office of the Surviving Corporation at: 640 Memorial Drive, Cambridge, MA 02139. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, Boston Biomedical, Inc. has caused this Certificate of Merger to be executed in its corporate name this 1st day of July, 2020.

BOSTON BIOMEDICAL, INC.



By: Patricia S. Andrews

Name: Patricia S. Andrews

Title: Chief Executive Officer

EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
[Attached]

STATE *of* DELAWARE

THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

BOSTON BIOMEDICAL, INC.

ARTICLE I

The name of the corporation is Boston Biomedical, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Zip Code 19801, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

ARTICLE IV

The total number of shares of stock that the Corporation has the authority to issue is 100 shares. The par value of such shares is \$0.01 per share. All such shares are of one class and are Common Stock.

ARTICLE V

To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall not be relieved from liability: (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the DGCL; or (d) for any transaction from which the director derived an improper personal benefit. Neither the amendment or repeal of this Article V, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article

V shall eliminate or reduce the protection afforded by this Article V to a director of the Corporation in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article V would have arisen, prior to such amendment, repeal or adoption.

ARTICLE VI

A. The Corporation shall indemnify, to the fullest extent from time to time permitted by law, any person made, or threatened to be made, a party to, or a witness or other participant in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral, legislative, investigative, or of any other kind, by reason of the fact that such person is or was a director or officer of the Corporation or any subsidiary of the Corporation or serves or served any other enterprise at the request of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, excise taxes, and amounts paid in settlement (including amounts paid pursuant to judgments or settlements in derivative actions), actually and reasonably incurred by such person in connection with such action, suit, or proceeding, or any appeal therein. The rights provided by this Article VI to any person shall inure to the benefit of such person's legal representative. Neither amendment nor repeal of this Article VI, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VI, shall deprive any person of rights hereunder arising out of any matter which occurred prior to such amendment, repeal or adoption. No indemnification pursuant to this Article shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

B. If the Corporation provides indemnification under this Article VI, such indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors or administrators of such person.

C. The Corporation shall have the authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VI or the DGCL.

D. To the full extent from time to time permitted by law, expenses incurred by a person in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action upon receipt of an undertaking by or on behalf of such person to repay such amount to the extent the expenses so advanced exceed the indemnification to which it is ultimately determined that he is entitled.

ARTICLE VII

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in the Board. The number of directors which shall constitute the whole Board shall be fixed in the manner provided in the bylaws of the Corporation (the "Bylaws"), subject to any restrictions which may be set forth in this Second Amended and Restated Certificate of Incorporation.

B. In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board is expressly authorized to make, alter, amend or repeal the Bylaws, without any action on the part of the stockholders, but the stockholders may make additional Bylaws and may alter, amend or repeal any Bylaw whether adopted by them or otherwise. The Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

C. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws.