

RE

05-27-1998

Docket No. HYDROGEN

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV02



100719639

100664097

EET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
MAR 12 1998
RECEIPT ACTING

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
GENZYME CORPORATION

MRD 3-12-98

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **OF DELAWARE**
 Other _____
Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):
Name: **GENZYME CORPORATION**
Internal Address: _____
Street Address: **ONE KENDALL SQUARE**
City: **CAMBRIDGE** State: **MA** ZIP: **02139**

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **OF MASSACHUSETTS**
 Other _____
If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **CHANGE OF INCORPORATION**
Execution Date: **12/30/1991**

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)
1,702,395

 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **WILLIAM G. GOSZ**
Internal Address: **GENZYME CORPORATION**

Street Address: **ONE MOUNTAIN ROAD**

City: **FRAMINGHAM** State: **MA** ZIP: **01701**

6. Total number of applications and registrations involved:..... **1**
7. Total fee (37 CFR 3.41):.....\$ **\$40.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
07-1074

03/18/1998 JSHABAZZ 00000007 DAN:071074 1702395
Sale Ref: 00000065 DAN: 071074 1702395
01 FC:481 40.00 CH

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 any attached copy is a true copy of the original document.
WILLIAM G. GOSZ *William G. Gosz* **3/10/98**
Name of Person Signing Signature TRADEMARK Date
REEL: 1730 FRAME: 10278



The Commonwealth of Massachusetts
Office of the Secretary of State
State House, Boston 02133

MICHAEL J. CONNOLLY
SECRETARY OF STATE

January 13, 1992

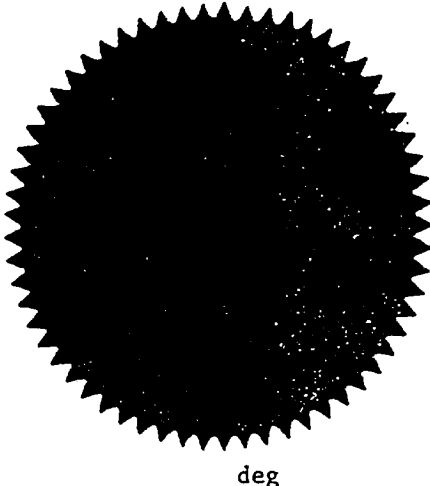
TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, Genzyme Massachusetts Corporation was incorporated under the General Laws of this Commonwealth on November 21, 1991.

I further certify that in Articles of Merger filed here December 30, 1991 the name of said corporation was changed to Genzyme Corporation.

I also certify that no other amendments to the Articles of Organization appear of record here in this office and said corporation still has legal existence.

IN TESTIMONY of which, I have hereunto
affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael J. Connolly
Secretary of State

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "GENZYME CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "GENZYME MASSACHUSETTS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS UNDER THE NAME OF "GENZYME MASSACHUSETTS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1991, AT 11:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF MASSACHUSETTS.



913575843

Michael Harkins
 Michael Harkins, Secretary of State

AUTHENTICATION: #3282624

DATE: 12/23/1991

92 JAN 1 1992

Genzyme Corporation
One Kendall Square
Cambridge, MA 02139

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request, and without cost, to any stockholder of either of the constituent corporations.

7. This Certificate of Merger shall become effective at 11:59 p.m. on December 30, 1991.

8. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Genzyme-Del, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, if applicable, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of any such process. A copy of any such process shall be mailed by such Secretary of State to Genzyme Corporation, One Kendall Square, Cambridge, Massachusetts 02139 Attention: President.

IN WITNESS WHEREOF, Genzyme-MA and Genzyme-Del have caused this Certificate of Merger to be executed by their respective duly authorized officers as of this 20th day of December, 1991.

GENZYME MASSACHUSETTS CORPORATION

By: [Signature]
President

Attest:

[Signature]
Clerk

GENZYME CORPORATION

By: [Signature]
President

Attest:

[Signature]
Secretary

CERTIFICATE OF MERGER
OF
GENZYME MASSACHUSETTS CORPORATION
AND
GENZYME CORPORATION

It is hereby certified that:

1. The name and state of incorporation of each constituent corporation participating in the merger herein certified is:

(i) Genzyme Massachusetts Corporation ("Genzyme-MA"), which is incorporated under the laws of the State of Massachusetts; and

(ii) Genzyme Corporation ("Genzyme-Del"), which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger dated as of November 22, 1991 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware.

3. Genzyme-MA shall be the surviving corporation in the merger, and, upon the effectiveness of the merger, shall change its name to Genzyme Corporation.

4. The Articles of Organization of Genzyme-MA as in effect immediately prior to the Merger shall be the articles of organization of the surviving corporation, without amendment except that (i) the number of authorized shares of its Common Stock, \$0.01 par value, is increased from 199,000 shares to 100,000,000 shares; (ii) the number of shares of its Preferred Stock, \$0.01 par value, is increased from 1,000 to 10,000,000 shares; and (iii) the number of shares designated as Series A Junior Participating Preferred Stock is increased from 10 to 1,000,000 shares.

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is as follows:

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19 _____.

Effective date

MICHAEL JOSEPH CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Maureen P. Manning

Palmer & Dodge
One Beacon Street

Boston, MA 02108

Telephone: (617) 573-0210

TRADEMARK
REEL: 1730 FRAME: 0283

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY
Secretary of State

ONE ASHBURTON PLACE
BOSTON, MASS. 02108

FEDERAL IDENTIFICATION
NO. 06-1047163

FEDERAL IDENTIFICATION
NO. _____

Examiner

SECRETARY OF
THE COMMONWEALTH
1991 DEC 20 AM 11:39
REGISTRATION DIVISION

ARTICLES OF ~~CONSOLIDATION~~ MERGER* PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 79

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.
Make checks payable to the Commonwealth of Massachusetts.

* * * * *

~~ARTICLES OF CONSOLIDATION~~ MERGER* OF

Genzyme Corporation, a
Delaware corporation, and
Genzyme Massachusetts Corporation,
a Massachusetts corporation,
.....
the constituent corporations

into

Genzyme Massachusetts Corporation,

~~new corporation~~ One of the constituent corporations* organized under the laws of Massachusetts
as specified in the agreement referred to in Paragraph 1 below.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ merger* has been duly adopted in compliance with the requirements of subsections (b) and (c) of General Laws, Chapter 156B, Section 79, and will be kept as provided by subsection (c) thereof. The ~~resulting~~ surviving* corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ merger* determined pursuant to the agreement referred to in paragraph 1 shall be at 11:59 p.m. on December 30, 1991

3. (For a merger)

** The following amendments to the articles of organization of the SURVIVING corporation have been affected pursuant to the agreement of merger referred to in paragraph 1:

See Continuation Page 1

~~(For a consolidation)~~

~~(a) For purposes of the resulting corporation are as follows:~~

P.C.

*Delete the inapplicable words.

**If there are no provisions state "NONE."

NOTE: If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

~~(b) The total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized is as follows:~~

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$.....
Common				

~~** (c) If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established.~~

~~** (d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, for restrictions upon the transfer of shares of stock of any class, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders.~~

4. (This paragraph 4 may be deleted if the ~~resulting~~ surviving* corporation is organized under the laws of a state other than Massachusetts.)

The following information shall not for any purpose be treated as a permanent part of the articles of organization of the ~~resulting~~ surviving* corporation:

(a) The post office address of the initial principal office of the ~~resulting~~ surviving* corporation in Massachusetts is: One Kendall Square, Building 1400, Cambridge, MA 02139

(b) The name, residence and post office address of each of the initial directors and President, Treasurer and Clerk of the ~~resulting~~ surviving* corporation is as follows:

	Name	Residence	Post Office Address
President	Henri A. Termeer	65-3 Commercial Wharf Boston, MA 02110	c/o Genzyme Corporation One Kendall Square Cambridge, MA 02139
Treasurer	Evan M. Lebson	5 Arbetter Drive Framingham, MA 01701	Same as above
Clerk	Peter Wirth	37 Hancock Street Boston, MA 02114	Same as above
Directors			

See Continuation Page 2

(c) The date initially adopted on which the fiscal year of the ~~resulting~~ surviving* corporation ends is: December 31

(d) The date initially fixed in the by-laws for the Annual Meeting of stockholders of the ~~resulting~~ surviving* corporation is: The third Thursday of May or on such other date within six months after the end of the fiscal year as determined by the Board of Directors.

Delete the inapplicable words.

**If there are no provisions state "NONE."

NOTE: If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

1. The name of the corporation set forth in Article I is changed to "Genzyme Corporation".
2. Article III is amended as follows:
 - (i) to increase the number of authorized shares of Common Stock, \$0.01 par value, from 199,000 shares to 100,000,000 shares; and
 - (ii) to increase the number of authorized shares of Preferred Stock, \$0.01 par value, from 1,000 to 10,000,000 shares.
3. Section A.1. of Article IV is amended to increase the number of shares designated as Series A Junior Participating Preferred Stock from 10 shares to 1,000,000 shares.

Continuation Page 1

TRADEMARK
REEL: 1730 FRAME: 0286

	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Directors:	Henri A. Termeer	65-3 Commercial Wharf Boston, MA 02110	c/o Genzyme Corporation One Kendall Square Cambridge, MA 02139
	Constantine E. Anagnostopolous	29 Portland Drive St. Louis, MO 63131	Same as above
	Douglas A. Berthiaume	2 Carsha Drive Natick, MA 01760	Same as above
	Charles L. Cooney	35 Chestnut Street Brookline, MA 02139	Same as above
	Henry E. Blair	2580 Main Street P.O. Box 648 Barnstable, MA 02630	Same as above
	Henry R. Lewis	35 Clover Street Belmont, MA 02178	Same as above

Continuation Page 2

TRADEMARK
REEL: 1730 FRAME: 0287

~~5. (This paragraph 5 may be deleted if the resulting surviving corporation is organized under the laws of Massachusetts)~~

The resulting surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

*Delete the inapplicable words.

FOR MASSACHUSETTS CORPORATIONS

Genzyme
Massachusetts Corporation

The undersigned ~~President~~ and ~~Clerk~~ of _____
a corporation organized under the laws of Massachusetts further state under the penalties of perjury that the agreement of ~~consolidation~~ merger referred to in paragraph 1 has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 79.

[Signature] President ~~Vice President~~
[Signature] Clerk ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS

The undersigned _____ President * and _____ Secretary **
of Genzyme Corporation a corporation organized under the laws of
Delaware further state under the penalties of perjury that the agreement of ~~consolidation~~ merger
referred to in paragraph 1, has been duly adopted by such corporation in the manner required by the laws of the
State of Delaware

[Signature] * President
[Signature] ** Secretary

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the President or Vice President of a Massachusetts corporation organized under General Laws, Chapter 156B.

TRADEMARK

350230 20177
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF CONSOLIDATION/MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within articles of ~~consolidation~~ merger and, the filing fee in the amount of \$109,550 having been paid, said articles are deemed to have been filed with me this 20th day of DECEMBER, 1991.

Effective Date

December 30, 1991

MICHAEL JOSEPH CONNOLLY

Secretary of State

SECRETARY OF STATE
1991 DEC 20 AM 11:38
REGISTRATION DIVISION

TO BE FILLED IN BY CORPORATION
Photo Copy of Articles of Merger To Be Sent

TO:

Jamey A. Wachta, Esq.

Palmer & Dodge

One Beacon Street

Boston, MA 02108

Telephone (617) 573-0100

Conv. Mailed

TRADEMARK