



06-22-2000



101387588

D

Docket No.:

5-17-00

Tab settings →

05-17-2000

U.S. Patent & TMOfo/TM Mail RoptDt. #f

To the Hon

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Vivigen, Inc.

- Individual(s)
- General Partnership
- Corporation-State New Mexico
- Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: April 24, 1996

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 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

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Exhibit A

74010467

Additional numbers  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda Leontie

Internal Address: Genzyme Corporation

Street Address: 15 Pleasant Street Connector

City: Framingham State: MA ZIP: 01701

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41):.....\$ \$80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1057  
74

06/20/2000 ASCOTT 00000131 071074 74010467

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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.

Deborah A. Dugan

Name of Person Signing

Deborah A. Dugan

Signature

05/15/00  
Date

Total number of pages including cover sheet, attachments, and

14

TRADEMARK

REEL: 002091 FRAME: 0599

**EXHIBIT A**

<u>Mark</u>	<u>Serial No</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Registered</u>
AFP <sup>3</sup>	74/010,467	November 13, 1989	1,861,261	November 1, 1994
VIVIGEN	73/585,434	March 3, 1996	1,415,373	October 28, 1986

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF MERGER

OF

VIVIGEN, INC.

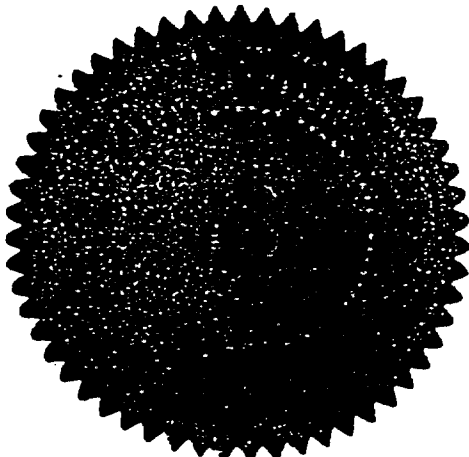
3126315

The State Corporation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: APRIL 24, 1996

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



*Gloria Iristani*

Chairman

*[Signature]*

Director

FILED IN OFFICE OF  
THE CORPORATION COMMISSION  
OF NEW MEXICO

APR 24 1996

1118447 (AM)  
CORPORATION DEPARTMENT

NQ (MA)

ARTICLES OF MERGER  
OF  
VIVIGEN, INC.  
WITH AND INTO  
GENZYME CORPORATION

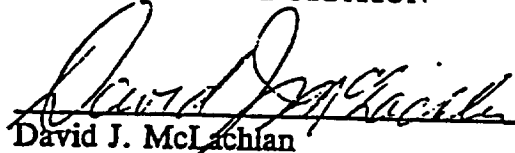
Pursuant to Section 53-14-5 of the New Mexico Business Corporation Act (the "NMBCA"), the undersigned corporation has approved and executed the following Articles of Merger:

1. Plan of Merger. The Agreement and Plan of Merger dated as of March 27, 1996 between Genzyme Corporation ("Genzyme") and its wholly-owned subsidiary, Vivigen, Inc. ("Vivigen"), which is attached hereto as Exhibit A (the "Plan") was adopted and approved by the directors of Genzyme. Genzyme shall be the surviving corporation subsequent to the effective time of the merger.
2. Shares Outstanding. Vivigen currently has outstanding 100 shares of common stock, \$0.01 par value per share, all of which are owned by Genzyme.
3. Mailing of Plan. The Plan was mailed to Genzyme, the sole shareholder of Vivigen, on March 28, 1996. In accordance with Section 53-14-5(D) of the NMBCA, Genzyme hereby waives the 30-day period between the mailing of a copy of the Plan and the delivery of these Articles of Merger to the State Corporation Commission of New Mexico.

5015

WHEREFORE, these Articles of Merger have been executed by the undersigned this  
28th day of March, 1996.

GENZYME CORPORATION



David J. McLachlan  
Senior Vice President, Finance and Chief  
Financial Officer



Peter Wirth, Clerk

VERIFICATION

Under penalties of perjury, I declare that I am one of the corporate officers who  
signed the foregoing document executed by the corporation, and that the statements contained  
therein are true and correct to the best of my knowledge.



David J. McLachlan

SECTION 8877

APR 24 1996

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 27, 1996, is between Genzyme Corporation, a Massachusetts corporation ("Genzyme"), and its wholly owned subsidiary, Vivigen, Inc., a New Mexico corporation ("Vivigen"). The parties wish to effectuate the merger of Vivigen with and into Genzyme on the terms and conditions hereof.

Accordingly, Vivigen and Genzyme agree as follows:

### ARTICLE 1

#### THE MERGER

##### SECTION 1.1 The Merger

In accordance with the provisions of this Merger Agreement, the Massachusetts Business Corporation Law (the "MBCL") and the New Mexico Business Corporation Act (the "NMBCA"), Vivigen shall be merged with and into Genzyme (the "Merger"). Following the Merger, Genzyme shall continue as the surviving corporation (the "Surviving Corporation").

##### SECTION 1.2 Effectiveness

The Merger shall become effective upon the filing and recording of articles of merger in accordance with Section 82 of the MBCL and Section 53-14-5 of the NMBCA, or at such later time as is specified in such articles of merger.

### ARTICLE 2

#### THE SURVIVING CORPORATION

##### SECTION 2.1 Name

The name of the Surviving Corporation upon the effectiveness of the Merger shall be Genzyme Corporation.

##### SECTION 2.2 Purposes

The purposes of the Surviving Corporation are as set forth in its Articles of Organization.

##### SECTION 2.3 Capital Stock

The authorized capital stock of Genzyme consists of 100,000,000 shares of General Division Common Stock, \$0.01 par value per share, 40,000,000 shares of Tissue Repair Division Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share, and shall be the authorized capital stock of the Surviving Corporation.

## **SECTION 2.4 Articles of Organization**

The Articles of Organization of Genzyme as in effect immediately prior to the Merger shall continue as the Articles of Organization of the Surviving Corporation, without amendment.

## **SECTION 2.5 By-Laws**

The By-laws of Genzyme as in effect immediately prior to the Merger shall continue as the By-Laws of the Surviving Corporation.

## **SECTION 2.6 Directors and Officers**

The directors, committees of directors and officers of Genzyme immediately prior to the effectiveness of the Merger shall be the directors, committees of directors and officers of the Surviving Corporation, each to hold office and be constituted, as appropriate, in accordance with the Articles of Organization and By-Laws of the Surviving Corporation.

## **ARTICLE 3**

### **VIVIGEN COMMON STOCK**

#### **SECTION 3.1 Cancellation of Vivigen Common Stock.**

Upon the effectiveness of the Merger, each share of Common Stock, \$0.01 par value per share, of Vivigen issued and outstanding immediately prior thereto shall, by virtue of the Merger and without the surrender of stock certificates or any other action by the holder of such shares or any other person, be cancelled.

## **ARTICLE 4**

### **GENERAL**

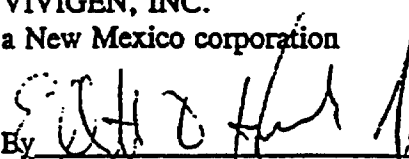
#### **SECTION 4.1 Counterparts**

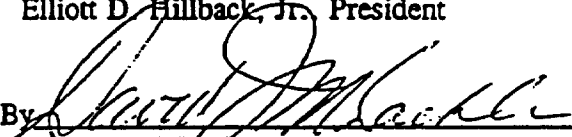
This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The headings contained in this Agreement are solely for convenience of reference and shall not be deemed to affect the meaning or interpretation of any provision contained herein. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

11  
FEB 11 1995  
CORPORATION ST.

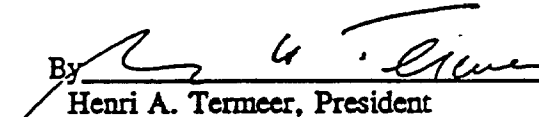
IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement under seal as of the day and year first above written.

VIVIGEN, INC.  
a New Mexico corporation

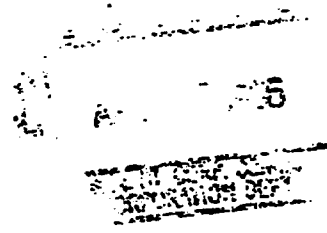
By   
Elliott D. Hillback, Jr. President

By   
David J. McLachlan, Treasurer

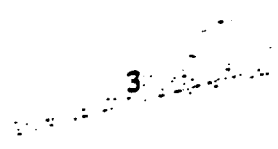
GENZYME CORPORATION  
a Massachusetts corporation

By   
Henri A. Termeer, President

By \_\_\_\_\_  
Evan M. Lebson, Treasurer









IN WITNESS WHEREOF, the parties hereto have executed this Larger Agreement under seal  
as of the day and year last above written.

VIVIGEN, INC.  
a New Mexico corporation

By ES/  
Elliott D. Hillback, Jr., President

By ES/  
David J. McLachlan, Treasurer

GENZYME CORPORATION  
a Massachusetts corporation

By ES/  
Henri A. Termeer, President

By Evan M. Lebson  
Evan M. Lebson, Treasurer

GENZYME

AND IRREVOCABLE ACCEPTANCE  
SECRET OF STATE OF NEW MEXICO AS AGENT  
FOR SERVICE OF PROCESS

FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO

GENZYME CORPORATION

2 2 4 1996

(NAME OF SURVIVING CORPORATION)

Vivigen, Inc.

REGISTRATION DEPARTMENT

(NAME OF AFFECTED CORPORATION(S) MERGED OUT IN NEW MEXICO)

PURSUANT TO SECTION 53-14-7 OF THE NEW MEXICO BUSINESS CORPORATION ACT,  
THE SURVIVING CORPORATION HEREBY IRREVOCABLY APPOINTS THE SECRETARY OF  
STATE OF NEW MEXICO AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS  
IN ANY PROCEEDING FOR THE ENFORCEMENT OF THE RIGHTS OF A DISSENTING  
SHAREHOLDER ON BEHALF OF THE MERGED OUT CORPORATION(S) AFFECTED IN NEW  
MEXICO.

THE SURVIVING CORPORATION WILL PROMPTLY PAY TO THE DISSENTING  
SHAREHOLDERS OF ANY SUCH DOMESTIC CORPORATION THE AMOUNT, IF ANY, TO  
WHICH THEY SHALL BE ENTITLED UNDER THE PROVISIONS OF THE BUSINESS  
CORPORATION ACT WITH RESPECT TO THE RIGHTS OF DISSENTING SHAREHOLDERS.

THE NAME AND ADDRESS OF THE SURVIVING CORPORATION ACCEPTING THE SERVICE  
OF PROCESS IS:

NAME: Genzyme Corporation

ADDRESS: One Kendall Square

CITY-STATE-ZIP CODE: Cambridge, MA 02139

DATE: April 22, 1996

BY: *David J. Saddle*  
TITLE: Senior Vice President, Finance

NMSSC-CO  
FHS AGREEMENT  
(2/92)

RECEIVED  
APR 24 1996  
STATE CORPORATION COMMISSION

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, David J. McLachlan, <sup>Senior</sup> President / <sup>Vice President</sup>,

and Peter Wirth, <sup>Clerk</sup> / <sup>Assistant Clerk</sup>,

of Genzyme Corporation  
*(Exact name of corporation)*

organized under the laws of Massachusetts and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Vivigen, Inc.	New Mexico	November 13, 1981

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

P.C.

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was adopted:

VOTED: That Genzyme Corporation (the "Company") is hereby authorized to enter into an Agreement and Plan of Merger (the "Agreement") with Vivigen, Inc. ("Vivigen") providing for the merger of Vivigen with and into the Company, such Agreement to provide that the effective date of the merger shall be the date of filing of the articles of merger therefor and to be in the form approved by the President and the Treasurer of the Company, with such changes therein as the signing officers may approve, their execution and delivery thereof to be conclusive evidence of this approval.


*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

9. THE EFFECTIVE DATE OF THE MERGER SHALL BE THE DATE APPROVED AND ISSUED BY THE SECRETARY OF THE COMMONWEALTH. ~~AS TO THE DATE~~  
EFFECTIVE DATE IS DESIRED, SPECIFY SUCH DATE, WHICH SHALL NOT BE MORE THAN ~~THIRTY~~ SIX MONTHS AFTER THE DATE OF FILING.

Section ~~8~~<sup>6</sup> below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent 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 obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 1st day of April, 19 96

  
David J. McLachlan

Senior  
\*President / \*Vice President,

  
Peter Wirth

\*Clerk / \*Assistant Clerk.

*\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

Gloria Tristani  
Chairman

Eric P. Serna  
Commissioner

Jerome D. Block  
Commissioner

New Mexico  
State Corporation Commission



CORPORATION DEPARTMENT

418 P.E.R.A. BUILDING  
P.O. DRAWER 1263  
Santa Fe, NM 87504-1263

1-800-847-4722  
FAX # (505) 827-4387

Director's Office  
(505) 827-4508

Certification Division  
(505) 827-4513

Charter Documents Division  
(505) 827-4511

Reports Compliance Division  
(505) 827-4510

APRIL 30, 1996

C T CORPORATION SYSTEM  
119 EAST MARCY  
SANTA FE ,NM 87501

RE: VIVIGEN, INC.  
SCC#1118447

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF MERGER (REFERENCE #3126315) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE APRIL 24, 1996 THE ENCLOSED CERTIFICATE OF MERGER IS EVIDENCE OF FILING AND SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF MERGER.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION  
RKG