



06-22-2000

Docket No.:

D

05-17-2000



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Tab Settir U.S. Patent & TMO/c/TM Mail Ropt Dt. #70

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

I.G. Laboratories, Inc.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State 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 Massachusetts
Other

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: October 2, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Exhibit A

74148725

Additional numbers Yes No

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

Name: Linda C. 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 ASCDTT 00000130 071074 74148725

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

10

TRADEMARK

EXHIBIT A

<u>Mark</u>	<u>Serial No</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Registered</u>
INSIGHT	74/148,725	March 18, 1991	1,832,478	April 19, 1994
MASDA	74/714,858	August 14, 1995	2,084,623	July 29, 1997

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"IG LABORATORIES, 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 SECOND DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7662766

2548610 8100M

950226471

10 03 95

TRADEMARK
REEL: 002091 FRAME: 0615

CERTIFICATE OF MERGER

OF

IG LABORATORIES, INC.

INTO

GENZYME CORPORATION

**(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Genzyme Corporation hereby certifies that:


1. The name and state of incorporation of each of the constituent corporations are:
 - (a) IG Laboratories, Inc. ("IG"), a Delaware corporation; and
 - (b) Genzyme Corporation ("Genzyme"), a Massachusetts corporation.
2. An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by IG and Genzyme in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Genzyme Corporation.
4. The surviving corporation is a corporation organized under the laws of the Commonwealth of Massachusetts.
5. The Articles of Organization of Genzyme shall be the Articles of Organization of the surviving corporation.
6. The executed Merger Agreement is on file at the principal place of business of Genzyme at One Kendall Square, Cambridge, Massachusetts 02139.
7. A copy of the Merger Agreement will be furnished by Genzyme, on request and without cost, to any stockholder of IG or Genzyme.
8. Genzyme hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of IG, as well as for enforcement of any obligation of Genzyme arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal

proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and Genzyme irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of any such process shall be mailed by the Secretary of State to the following address:

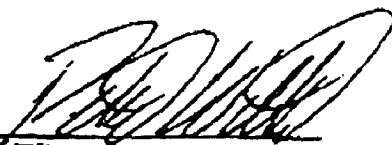
Genzyme Corporation
One Kendall Square
Cambridge, Massachusetts 02139
Attention: President

IN WITNESS WHEREOF, Genzyme has caused this certificate to be signed by David J. McLachlan, its Senior Vice President, Finance and Chief Financial Officer, and attested by Peter Wirth, its Clerk, on the 2nd day of October, 1995.

GENZYME CORPORATION
a Massachusetts corporation

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

Attest:


Peter Wirth
Clerk

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

RECEIVED
SECRETARY OF
HEALTH
MAY 9 1981

*Consolidation / *merger of

Genzyme Corporation,

a Massachusetts corporation, and

IG Laboratories, Inc.

a Delaware corporation

the constituent corporations, into

Genzyme Corporation

~~*a new corporation~~ / *one of the constituent corporations organized under the laws of: Massachusetts

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 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 of ~~*consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: None.

~~(For a consolidation)~~

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

~~(For a consolidation)~~

~~(a) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:~~

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

~~(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.~~

~~(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:~~

~~(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:~~

Item 4 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ / surviving corporation.

(a) The street address (*post office boxes are not acceptable*) of the ~~resulting~~ / surviving corporation in Massachusetts is:
One Kendall Square, Cambridge, MA 02139

There are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / ~~surviving~~ corporation:

NAME	RESIDENTIAL ADDRESS	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 1	

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / ~~surviving~~ corporation shall end on the last day of the month of: December 31

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / ~~surviving~~ corporation is: Not applicable

Item 5 below 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 and all obligation of any constituent Massachusetts corporation, 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 184.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~President~~ / ~~Vice President~~ and ~~Clerk~~ / ~~Assistant Clerk~~ of Genzyme Corporation a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ / ~~merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

David J. McLachlan, ~~President~~ / ~~Vice President~~
David J. McLachlan
Peter Wirth, ~~Clerk~~ / ~~Assistant Clerk~~
Peter Wirth

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † David J. McLachlan, Chief Financial Officer and †† Peter Wirth, Secretary of IG Laboratories, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~

~~merger~~ has been duly adopted by such corporation in the manner required by the laws of Delaware

*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.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† David J. McLachlan
†† Peter Wirth

Directors:	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
	Henri A. Termeer	65-3 Commercial Wharf Boston, MA 02110	c/o Genzyme Corporation One Kendall Square Cambridge, MA 02139
	Constantine E. Anagnostopoulos	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 02146	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
	Robert J. Carpenter	9 Lowell Road Wellesley, MA 02181	

Continuation Page 1



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

February 18, 1997

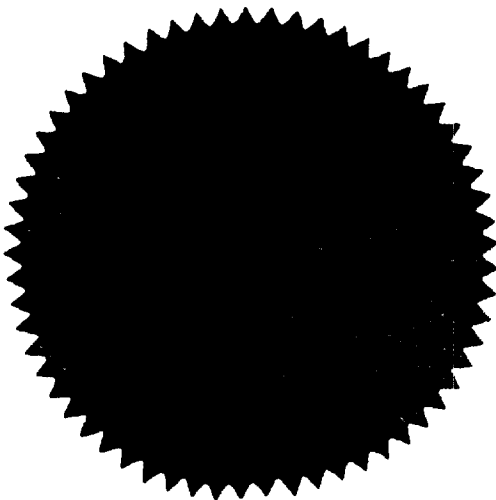
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Genzyme Corporation

is a domestic corporation organized on **November 21, 1991**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

TRADEMARK

RECORDED: 05/17/2000

REEL: 002091 FRAME: 0622