

07-02-2001



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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BIOMATRIX, INC.

6-27-01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Delaware)
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: December 18, 2000

2. Name and address of receiving party(ies)

Name: Genzyme Biosurgery Corporation

Internal Address: \_\_\_\_\_  
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 representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

JUN 27 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,418,125

Additional number(s) attached  Yes  No

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

Name: Sheldon Palmer % Galvin & Palmer

Internal Address: \_\_\_\_\_

07/02/2001 TDIAZ1 00000025 1418125  
01 FC:481 40.00 DF

Street Address: 630 Third Ave. 7th Fl.

City: New York State: NY Zip: 10017

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:

(Attach duplicate copy of this page if paying by deposit account)

**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.

Sheldon Palmer 24,429  
Name of Person Signing

Sheldon Palmer  
Signature

6-25-01  
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**TRADEMARK**

**REEL: 002322 FRAME: 0338**

FEDERAL IDENTIFICATION  
NO. 13-3058261

FEDERAL IDENTIFICATION (S)  
NO. 04-3537154  
000 096 157  
(Seagull Merger Corporation)

(Biomatrix, Inc.)

# The Commonwealth of Massachusetts

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

081  
021

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

~~Consolidation~~ / \*merger of

(M) BIOMATRIX, INC.

a Delaware corporation

-AND-

(S) SEAGULL MERGER CORPORATION

a Massachusetts corporation

the constituent corporations, into

Seagull Merger Corporation

~~Delaware 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:

11:59 p.m. E.S.T. on December 18, 2000

### 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:

Article 1 of the Articles of Organization of Seagull Merger Corporation is hereby amended to read as follows:

The name of the corporation is "Genzyme Biosurgery Corporation"

### (For a consolidation)

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

Not Applicable

C   
P   
M   
R.A.

\*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.

P.C.

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REEL: 002322 FRAME: 0339

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Earl M. Collier, Jr.	240 Otis St. Newton, MA 02466	c/o Genzyme Corporation One Kendall Square, Cambridge, MA 02139
Treasurer:	David Johnston	57 Pilgrim Rd. Marblehead, MA 01945	Same as above
Clerk:	Robert W. Hesslein	30 Stanton Ave. Newton, MA 02466	Same as above
Directors:	Henri Termeer	65-3 Commercial Ave. Boston, MA 02110	Same as above
	Earl M. Collier, Jr.	See Above	

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

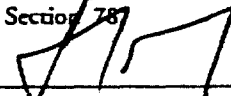
(d) The name and business address of the resident agent, if any, of the ~~corporation~~ / \*surviving corporation is: Not Applicable

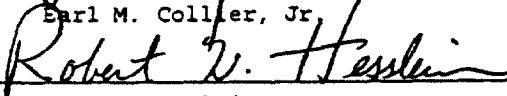
Item 5 below may be deleted if the ~~corporation~~ / surviving corporation is organized under the laws of Massachusetts.

5.

FOR MASSACHUSETTS CORPORATIONS

The undersigned \*President ~~Vice President~~ and \*Clerk ~~Assistant Clerk~~ of Seagull Merger 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.

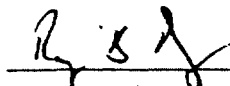
  
 \_\_\_\_\_, \*President ~~Vice President~~  
 Earl M. Collier, Jr.

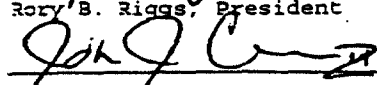
  
 \_\_\_\_\_, \*Clerk ~~Assistant Clerk~~  
 Robert Hesslein

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Biomatrix, 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.

†   
 \_\_\_\_\_  
 Rory B. Riggs, President

††   
 \_\_\_\_\_  
 John J. Concannon III, Secretary

(For a consolidation)

(b) 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.

Not Applicable

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

Not Applicable

\*\* (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:

Not Applicable

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 of the ~~resulting~~ /surviving corporation in Massachusetts is: (post office boxes are not acceptable)  
c/o Genzyme Corporation, One Kendall Square, Cambridge, MA 02139

\*\* If there are no provisions state "None".

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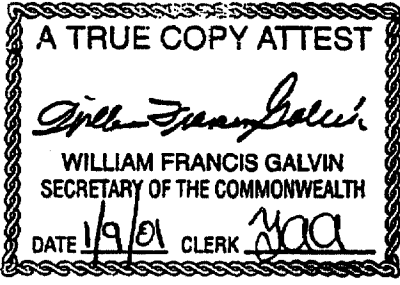
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THE COMMONWEALTH OF MASSACHUSETTS

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 \$ 250 , having been paid,  
said articles are deemed to have been filed with me this 18th  
day of December , 20 00 .

Effective date \_\_\_\_\_



*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Paul Larino, Esq.  
Palmer & Dodge LLP  
One Beacon St., Boston, MA 02108  
Telephone: (617) 573-0100

SECRETARY OF THE  
CORPORATE DIVISION  
2000 JUN 18 PM 4:01