

10-23-2001



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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RECORDED 101881673  
**TRADEMARK**

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

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.

- ☐ 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: \_\_\_\_\_

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

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

A. Trademark Application No.(s)

75/353,506

75/559,720

75/323,984

Additional number(s) attached ☒ Yes ☐ No

B. Trademark Registration No.(s)

2,178,754

2,295,508

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

Name: Sheldon Palmer c/o Galvin & Palmer

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

6. Total number of applications and registrations involved: \_\_\_\_\_

30

7. Total fee (37 CFR 3.41).....\$ 1,200.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

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

October 10, 2001

Date

Total number of pages including cover sheet, attachments, and document: 6

Refund Ref:  
10/22/2001 GTOW11 000011258

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

CHECK Refund Total: \$435.00

**TRADEMARK**  
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4A.

75/510,030  
76/119,410  
75/431,084  
75/509,171  
75/509,173  
75/608,503  
75/863,908

4B.

1,248,069  
1,229,079  
1,368,465  
1,333,773  
1,376,848  
1,383,841  
1,449,228  
1,485,903  
1,500,162  
1,520,385  
1,525,057  
2,052,997  
2,127,497  
1,835,121  
2,220,110  
1,988,820  
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2,108,781

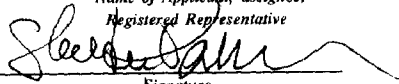
I hereby certify that this correspondence is being  
deposited with the United States Postal Service as  
first class mail in an envelope addressed to:  
Commissioner of Patents and Trademarks,  
Washington, D.C. 20231

10/10/01

Date of Deposit

SHELDON PALMER

Name of Applicant, assignee.  
Registered Representative



Signature

10/10/01

Date of Signature

Examiner

FEDERAL IDENTIFICATION  
NO. 13-3058261

(Biomatrix, Inc.)

FEDERAL IDENTIFICATION (S)  
NO. 04-3537154

(Seagull Merger Corporation)

# 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

~~\*Consolidation\*~~ / \*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 ~~\*surviving\*~~ / \*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 ☐  
RA ☐

\*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.

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Earl M. Collier, Jr.	240 Otis St. Newton, MA 02456	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 02456	Same as above
Directors:	Henri Termear	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 ~~existing~~ / \*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 ~~existing~~ / \*surviving corporation is:  
Not Applicable

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

5.

#### FOR MASSACHUSETTS CORPORATIONS

The undersigned \*President ~~and 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  
~~transferring~~ / \*merger has been duly executed on behalf of such corporation and duly approved in the manner required by  
General Laws, Chapter 156B, Section 78.

  
Earl M. Collier, Jr.

\_\_\_\_\_, \*President ~~and Vice President~~

  
Robert Hesslein

\_\_\_\_\_, \*Clerk ~~Assistant Clerk~~

#### 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 ~~transferring~~

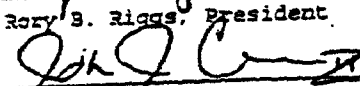
\*merger has been duly adopted by such corporation in the manner required by the laws of Delaware \_\_\_\_\_.

\*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

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(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 PARVALUE		WITH PARVALUE		
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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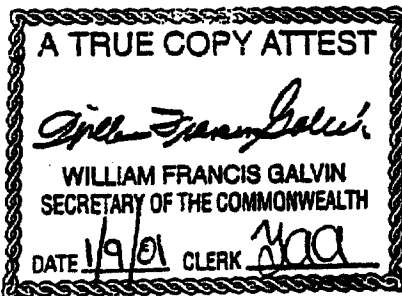
THE COMMONWEALTH OF MASSACHUSETTS

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  
COMMONWEALTH  
2001 JAN 16 PM 4:01  
CORPORATE DIVISION