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12-17-2001

Substitute Form PTO-1594  
Attorney Docket No.: 05329-017001

HEET

12-501



101917572



Commissioner for Trademarks: Please rec

1. Name of conveying party:  
 GelTex Pharmaceuticals, Inc.

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

Additional name(s) attached?  Yes  No

2. Name and address of receiving party:  
 GelTex Pharmaceuticals, Inc.  
 153 Second Avenue  
 Waltham, Massachusetts 02451

Individual(s) Citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation—State Massachusetts  
 Other \_\_\_\_\_

If the assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No

Additional names/addresses attached?  Yes  No

12-05-2001  
U.S. Patent & TMOc/TM Mail Rcpt Dt. #66

3. Nature of conveyance:

Assignment  
 Merger/Name Change  
 Security Agreement  
 Change of Name  
 Other:

Execution Date: December 14, 2000

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

A. Trademark Application No(s):  
76/284,224

B: Trademark No(s):  
 1,962,232  
 1,978,935  
 2,111,338

Additional numbers attached?  Yes  No

5. Name/address of party to whom correspondence concerning document should be mailed:  
 TIMOTHY A. FRENCH  
 Fish & Richardson P.C.  
 225 Franklin Street  
 Boston, Massachusetts 02110-2804

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR §3.41): \$115  
 Enclosed  
 Authorized to charge Deposit Account.

8. Deposit Account No.: 06-105C  
 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

DO NOT USE THIS SPACE

12/14/2001 TDIAZI 00000171 76284224  
 01 FC:481 40.00 OP  
 02 FC:482 75.00 OP

9. Statement and Signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Timothy A. French  
 Name of Person Signing

*[Handwritten Signature]*  
 Signature

*December 5, 2001*  
 Date

Total number of pages including cover sheet, attachments, and document: 5

20351713.doc

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. EL227257345US

I hereby certify under 37 CFR §1.10 that this correspondence is being deposited with the United States Postal Service as Express Mail Post Office to Addressee with sufficient postage on the date indicated below and is addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, 2900 Crystal Drive, Arlington, VA 22202-3513.

*12-5-01* Date of Deposit  
*[Handwritten Signature]* Signature  
 Henry Jenkins Typed Name of Person Signing Certificate

TRADEMARK  
REEL: 002408 FRAME: 0491

COPY

FEDERAL IDENTIFICATION NO. 04-3136767

FEDERAL IDENTIFICATION NO. 04-3529706

(Geltex Pharmaceuticals)

(Titan Acquisition Corp.)

The Commonwealth of Massachusetts

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

SECRETARY OF THE COMMONWEALTH JAN 19 2001

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

~~XXXXXXXXXXXX~~ merger of

GELTEX PHARMACEUTICALS, INC.

a Delaware corporation

-AND-

TITAN ACQUISITION CORP.

a Massachusetts corporation

the constituent corporations, into

Titan Acquisition Corp.

~~XXXXXXXXXXXX~~ 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 ~~XXXXXXXXXXXX~~ 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 ~~XXXXXXXXXXXX~~ 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 ~~XXXXXXXXXXXX~~ merger determined pursuant to the agreement of ~~XXXXXXXXXXXX~~ 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:

12:01 a.m. on December 14, 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 I and Article VIII of the Articles of Organization of Titan Acquisition Corp. shall be amended as follows:

Article I - The exact name of the corporation is:Geltex Pharmaceuticals, Inc.

Article VIII - The street address of the principal office of the corporation in Massachusetts is: 153 Second Avenue, Waltham, MA 02451

(For a consolidation)

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

Not applicable

- checkbox
checkbox
checkbox
checkbox

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)

) 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: Not applicable

| WITHOUT PARVALUE |                  | WITH PARVALUE |                  |          |
|------------------|------------------|---------------|------------------|----------|
| TYPE             | NUMBER OF SHARES | TYPE          | NUMBER OF SHARES | PARVALUE |
| 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)

153 Second Avenue, Waltham, MA 02451

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



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 \$ \_\_\_\_\_, having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

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

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

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

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