

02-07-2002

Docket No.:



101975828

Tab settings

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

1. Name of conveying party(ies):

GENETICS INSTITUTE, INC.
87 Cambridge Park Drive,
Cambridge, MA 02140

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

2. Name and address of receiving party(ies):

Name: GENETICS INSTITUTE, LLC

Internal Address: _____

Street Address: 87 Cambridge Park Drive,

City: Cambridge State: MA ZIP: 02140

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion (change of company name)
- Merger
- Change of Name

Execution Date: January 1, 2002

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

A. Trademark Application No.(s)

App. No. 75/325655
(XIIKIN)

Additional numbers

B. Trademark Registration No.(s)

Reg. No.
2102082
(BENEFIX)

Yes No (see attached sheet)

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

Name: Ron Adams

Internal Address: Trademark Department

Street Address: Five Giralda Farms

City: Madison State: NJ ZIP: 07940

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

12

7. Total fee (37 CFR 3.41):.....\$ \$315.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

American Home Products Corporation - 01-1425

02/07/2002 BT0N11 00000018 011425 75325655

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 275.00 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.

Genetics Institute, LLC
Egon E. Berg, Assistant Secretary

Name of Person Signing

Egon E Berg

Signature

January 16, 2002

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>
BENEFIX DESIGN LOGO	2226588
DISCOVEREASE	2098340
DISCOVEREASE	2100315
DISCOVEREASE LOGO	2198932
GENETICS LOGO DESIGN	2058625
GENETICS INSTITUTE & LOGO	2058626
GENETICS INSTITUTE (words) & LOGO DESIGN	1743121
GENETICS INSTITUTE & LOGO (STACKED)	2155936
NEUMEGA	1891610
REFACTO	1930739

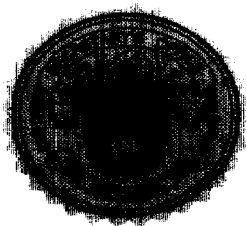
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GENETICS INSTITUTE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GENETICS INSTITUTE, INC." TO "GENETICS INSTITUTE, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1546217

DATE: 01-08-02

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020012014

TRADEMARK
REEL: 002438 FRAME: 0619

CERTIFICATE OF CONVERSION

CONVERTING

GENETICS INSTITUTE, INC.

(A Delaware Corporation)

TO

GENETICS INSTITUTE, LLC

(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting Genetics Institute, Inc., a Delaware corporation (the "Converting Corporation"), to a Delaware limited liability company to be named "Genetics Institute, LLC" (the "Company") pursuant to Section 266 of the Delaware General Corporation Law, 8 Del. C. §§ 101 et seq. (the "DGCL"), and Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, as an authorized person of the Converting Corporation and the Company, does hereby certify as follows:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion, was "Genetics Institute, Inc." The name of the Converting Corporation under which it was originally incorporated was "Genetics Institute."

2. Date and Jurisdiction of Incorporation of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
December 12, 1980	Delaware

3. Name of Continuing Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "Genetics Institute, LLC."

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.


5. Effective Time. This Certificate shall be effective on January 1, 2002 at 12:01 a.m.

6. Continuation. The conversion shall constitute a continuation of the existence of the Converting Corporation, Genetics Institute, Inc., in the form of and as a Delaware limited liability company, Genetics Institute, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion as of the 26th day of December, 2001.

GENETICS INSTITUTE, INC.

By:



Jack M. O'Connor
Treasurer