

05-13-2002

ET

Docket No.:

Y



102086127

and the attached original documents or copy thereof.

To the Honorable Commissioner of Pat

1. Name of conveying party(ies):

Medix Biotech, Inc.

4-30-02

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 19, 1998

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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,009,044

Additional numbers Yes No

OFFICE OF PUBLIC RECORDS
2002 APR 30 AM 7:26
FINANCE SECTION

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

Name: Linda Leontie

Internal Address: Genzyme Corporation

Street Address: 15 Pleasant Street Connector

City: Framingham State: MA ZIP: 10701

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:

07-1074

DO NOT USE THIS SPACE

05/10/2002 LINDALLER 00000187 071074 2009044

01 FC:481 40.00 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.

Jennifer Dupre

Name of Person Signing

Jennifer L. Dupre

Signature

4/30/02

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002503 FRAME: 0427

02-18-2002
101985955

ET
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Docket No.:

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):
Medix Biotech, Inc.
1-17-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **California**
 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 N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: *8/18/02*

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

2,009,044

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

Name: **Linda Leontie**

Internal Address: **Genzyme Corporation**

Street Address: **15 Pleasant Street Connector**

City: **Framingham** State: **MA** ZIP: **10701**

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:

07-1074

02/15/2002 6TDM11 00000195 071074 2009044
01 FC:481 40.00 CH

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.

Jennifer Dupre *Jennifer L. Dupre* *01/17/02*
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

6

State of California



SECRETARY OF STATE

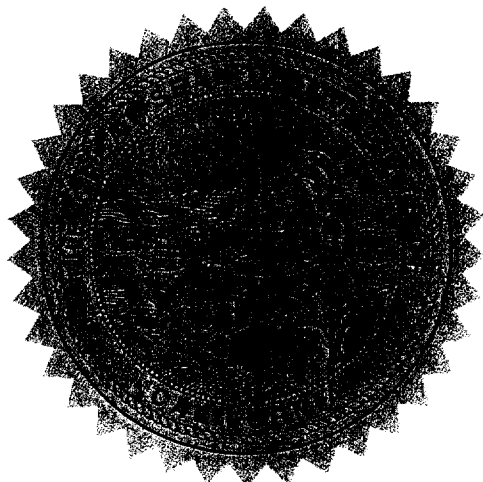


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP - 3 1998



Bill Jones

Secretary of State

BT
Examiner
HG

The Commonwealth of Massachusetts

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

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, David J. McLachlan, ~~President~~ / *Vice President,
and Peter Wirth, *Clerk ~~& Assistant Clerk~~,
of Genzyme Coporation
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
<u>Genzyme Diagnostics, Medix Biotech Subsidiary (fka Medix Biotech, Inc.)</u>	<u>California</u>	<u>May 31, 1984</u>

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

AUG 26 1998

BILL JONES, Secretary of State

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

Genzyme Corporation
Resolutions of Directors

VOTED: That the Company is hereby authorized to enter into an Agreement and Plan of Merger (the "Agreement") with Medix Biotech, Inc. ("Medix") providing for the merger of Medix with and into the Company, such Agreement to be in the form approved by the President and the Treasurer of the Company, with such changes therein as the signing officers may approve, their execution and delivery thereof to be conclusive evidence of this evidence.

VOTED: That the officers of the Company are hereby authorized and directed to take any and all actions, to execute any and all documents, agreements, certificates and instruments, as they or any of them deem necessary or desirable to carry out the purpose and intent of, and to consummate, the transactions contemplated by the foregoing vote.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

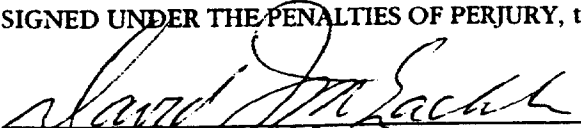
TRADEMARK
REEL: 002503 FRAME: 0431

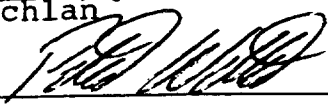
5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. ~~If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.~~

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. ~~The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent 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 obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 19th day of August, 19 98,


_____, ~~PRESIDENT~~ / *Vice President,
David J. McLachlan


_____, *Clerk / ~~ASSISTANT CLERK~~
Peter Wirth

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

627404

5281

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250-, having been paid, said articles are deemed to have been filed with me this 19th day of August, 19 98.

Effective date: _____

William Francis Galvin

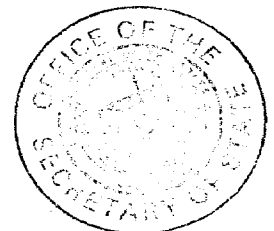
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 8/19/98 CLERK HG

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

Elizabeth C. McEvoy, Esq.
Palmer & Dodge LLP
One Beacon Street
Boston, MA 02108

Telephone: (617) 573-0100



RECEIVED
SECRETARY OF THE COMMONWEALTH
98 AUG 19 PM 2:43