

10-24-2002



102259654

COVER SHEET
ONLY

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

Resubm

To the Honorable Commissioner

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

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

MRD
10-15-02

- 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: Resubmission of recordation regarding document ID # 102174011

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

Execution Date: January 1, 2002

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

OFFICE OF PUBLIC RECORDS
2002 OCT 15 AM 9:44
FINANCE SECTION

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

A. Trademark Application No.(s)

78001162 (FACEREL)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Ron Adams

Internal Address: Trademark Department

Street Address: Wyeth
Five Giralda Farms,

City: Madison State: NJ Zip: 07940

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: 01-1425

Wyeth (Formerly American Home Products Corp.)

(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.

Genetics Institute, LLC
Egon E. Berg, Assistant Secretary
Name of Person Signing

Egon E Berg
Signature

October 10, 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

10/23/2002 6TON11 00000238 011425 78001162

01 FC:8521 40.00 CH

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

TRADEMARK
REEL: 2606 FRAME: 0150

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.


3

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

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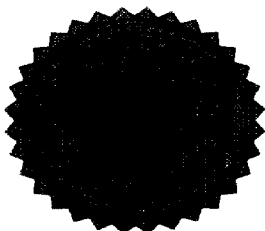
Delaware

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: 1810875

DATE: 06-04-02

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020356196

TRADEMARK
REEL: 2606 FRAME: 0155

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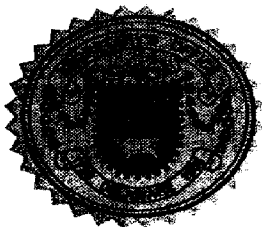
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RECORDED: 10/15/2002

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