

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Geltex Pharmaceuticals, Inc.		03/27/2003	CORPORATION:

RECEIVING PARTY DATA

Name:	Genzyme Corporation
Street Address:	One Kendall Square
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02139
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number
Serial Number:	76284224
Serial Number:	76449948
Registration Number:	1978935
Registration Number:	2111388

CORRESPONDENCE DATA

Fax Number: (508)872-5415  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: linda.leontie@genzyme.com  
 Correspondent Name: Linda Leontie  
 Address Line 1: 15 Pleasant Street Connector  
 Address Line 4: Framingham, MASSACHUSETTS 01757

NAME OF SUBMITTER:	Linda Leontie
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CH \$115.00 76284224

**Total Attachments: 4**

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Examiner

The Commonwealth of Massachusetts

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

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

We, Michael S. Wyzga ~~President~~ Sr. Vice President,  
and Peter Wirth, \*Clerk ~~Secretary~~  
of Genzyme Corporation  
(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
Genzyme Pharmaceuticals, Inc. (70720693)	MA	September 11, 2000

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. ~~THE STOCK OF THE COMPANY TO BE MERGED INTO THE PARENT CORPORATION SHALL BE HELD BY THE PARENT CORPORATION OR BY PERSONS WHOSE NAMES ARE LISTED AS STOCKHOLDERS OF THE COMPANY TO BE MERGED INTO THE PARENT CORPORATION IN THE RECORDS OF THE COMPANY TO BE MERGED INTO THE PARENT CORPORATION AT THE DATE OF THE VOTE.~~

\*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.

P.C.

11/21/91

05/01/0888

THE COMMONWEALTH OF MASSACHUSETTS

834156 ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

RECEIVED  
CORPORATION DIVISION  
03 APR . 1 PM 3:30

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 1st day of April, 20 03.

Effective date: 4/1/2003  
*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

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TO BE FILLED IN BY CORPORATION  
Contact information:

Genzyme Corporation - Attention: Karen M. Heffernan  
One Kendall Square, 1400 Bldg., Legal Department  
Cambridge, MA 02139

Telephone: 617-591-5612  
Email: karen.heffernan@genzyme.com

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.

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:

Approval of the Merger of GelTex Pharmaceuticals, Inc.

VOTED: That the Company is hereby authorized to merge GelTex Pharmaceuticals, Inc., a Massachusetts corporation, into the Company with the Company being the surviving entity.

VOTED: That the merger is approved and declared to be advisable and in the best interests of the Company.

VOTED: That upon adoption of this vote, the Company be, and hereby is, authorized to consummate the transaction and the President of the Company be, and hereby is, authorized and directed to execute and deliver any and all documents necessary to effect the merger on behalf of the Company.

VOTED: That the merger shall be effective on the date that Articles of Merger are filed with the Secretary of the Commonwealth of Massachusetts, provided that the President is authorized to specify a different effective date in the Articles of Merger which is not more than thirty (30) days after the Articles of Merger are filed.

General Authorization Vote

VOTED: That the proper officers of the Company are hereby authorized to execute and deliver such documents and take such other actions as they or any of them deem necessary or advisable to implement the transactions contemplated by the foregoing votes.

*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.*

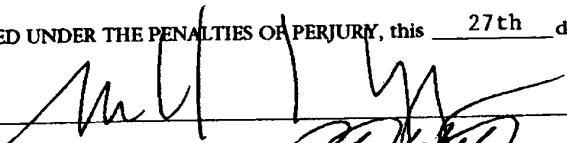
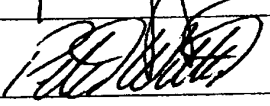
5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

April 1, 2003

Section 6 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 deemed to be organized under the laws of the Commonwealth of Massachusetts for any purpose relating to the merger, including the filing of this certificate of merger, and that it shall be deemed to be organized under the laws of the Commonwealth of Massachusetts for all purposes relating to the merger, including the filing of this certificate of merger, and that it shall be deemed to be organized under the laws of the Commonwealth of Massachusetts for all purposes relating to the merger, including the filing of this certificate of merger.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 27th day of March, 20 03,

  
\_\_\_\_\_  
  
\_\_\_\_\_

Sr.  
President / \*Vice President,

\*Clerk

\*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.