

4-10-03

RECOF  
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102419389

Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party(ies):  
 GelTex Pharmaceuticals, Inc.

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

Additional name(s) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Genzyme Corporation  
 One Kendall Square  
 Cambridge, Massachusetts 02139

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

3. Nature of conveyance:

Assignment  
 Merger  
 Security Agreement  
 Change of Name  
 Other:

Execution Date: April 1, 2003

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

A. Trademark Application No(s):  
USSN 76/449,948 - CHOLESTAGEL  
USSN 76/284,224 - D-COR

Additional numbers attached?  Yes  No

B: Trademark No(s):  
 Reg. No. 1,978,935 - RENAGEL  
 Reg. No. 2,111,388 - GELTEX

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: 4

7. Total fee (37 CFR §3.41): \$115.00  
 Enclosed  
 Authorized to charge Deposit Account.

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

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 the attached is a true copy of the original document.*

Timothy A. French  
Name of Person Signing

Signature

Date

4/10/03

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

20622184.doc

04/14/2003 LMUELLER 00000180 76449948

01 FC:8521  
02 FC:8522

40.00 DP  
75.00 DP

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. EV 214477475US

Date of Deposit: April 10, 2003

TRADEMARK  
REEL: 002711 FRAME: 0866

Fee: \$250.00

**The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

081

Examiner

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

We, Michael S. Wyzga ~~XXXXXXXXXX~~ <sup>Sr.</sup> ~~President~~ \*Vice President,

and Peter Wirth ~~XXXXXXXXXX~~ \*Clerk ~~XXXXXXXXXX~~

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
GelTex Pharmaceuticals, Inc. (72720693)	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 XXXX HERE ARE ALL THE XXXX OF THE XXXX WHICH ARE ORGANIZED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AND THE XXXX OF EACH CLASS OF STOCK OF THE XXXX HEREIN DESCRIBED, AND THAT EACH HAS BEEN REQUIRED UNDER THE LAWS OF EACH STATE XXXX TO COMPLY WITH THE REQUIREMENTS OF SUCH LAWS AND THAT THIS MERGER HAS BEEN VALIDLY MADE.~~

\*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

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.*


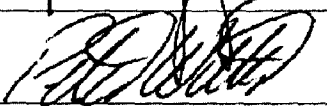
5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing;

April 1, 2003

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. THE PARENT CORPORATION MAY BE SUBJECT TO THE COMMONWEALTH OF MASSACHUSETTS FOR ANY PRIOR OBLIGATION OF ANY CORPORATION ORGANIZED UNDER THE LAWS OF MASSACHUSETTS WHICH HAS BEEN ASSIGNED, AND ANY OBLIGATION INCURRED BY THE PARENT CORPORATION INCLUDING THE OBLIGATION TO PAY TAXES UNDER CHAPTER 150B, SECTION 22, SUBSECTION (C), SO LONG AS ANY LIABILITY REMAINS UNPAID OR UNPAID TO THE COMMONWEALTH OF MASSACHUSETTS, AND THE PARENT CORPORATION REPRESENTS THE SECRETARY OF THE COMMONWEALTH IN HER HONOR TO ACCEPT NOTICE OF PROCESS TO BE SERVED TO THE PARENT CORPORATION AND SUCH OBLIGATIONS INCLUDING TAXES VIA THE RULES HERETO AS PROVIDED IN CHAPTER 181A~~

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

~~XXXXXXXX~~ Sr.  
President / \*Vice President,

~~XXXXXXXX~~ \*Clerk / \*Assistant 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.

05/01/0888

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
834156 (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*

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 4.9.03 CLERK AGJ

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.