

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Genzyme Biosurgery Corporation		03/31/2003	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: 2		
Property Type	Number	Word Mark
Serial Number:	76430833	HYLASOME
Registration Number:	2127497	HYLASOME

CORRESPONDENCE DATA	
Fax Number:	(508)872-5415
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	linda.leontie@genzyme.com
Correspondent Name:	Linda Leontie
Address Line 1:	15 Pleasant Street
Address Line 4:	Framingham, MASSACHUSETTS 01701

NAME OF SUBMITTER:	Richard Allison
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Total Attachments: 4 source=Genzyme Biosurgery Merge Page 1#page1.tif source=Genzyme Biosurgery Merge Page 2#page1.tif source=Genzyme Biosurgery Merge Page 3#page1.tif source=Genzyme Biosurgery Merge Page 4#page1.tif

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The Commonwealth of Massachusetts

CS1

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

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

We, Earl M. Collier, Jr., ~~President~~ *Vice President,

and Robert Hesslein, ~~Secretary~~ *Assistant Clerk,

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 Biosurgery Corporation 000696157	Massachusetts	March 3, 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. 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.

P.C.

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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:

VOTED: That, it being in the best interest of the Company to merge Genzyme Biosurgery Corporation, a Massachusetts corporation and wholly-owned subsidiary of the Company, with and into the Company, with the Company being the surviving corporation effective on the date of the filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts (the "GBC Merger"), the GBC Merger is hereby approved and the President or any Vice President and the Clerk or any Assistant Clerk be and they hereby are authorized to execute such Articles of Merger and cause the same to be filed with the Secretary of the Commonwealth of Massachusetts, to pay all fees and expenses in connection therewith, and to take any and all other such actions, including without limitation, executing and delivering any and all such other agreements, certificates and other documents that such officer(s) shall deem to be necessary or appropriate in connection therewith.

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.

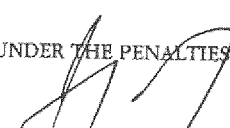
5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

11:59 p.m. E.S.T. on March 31, 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 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 such obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of March, 20 03



(Earl M. Collier, Jr.) ~~XXXXXX~~ *Vice President,



(Robert Hesslein) ~~XXXXXX~~ *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.

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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 31st day of March , 20 03 .

Effective date: _____

RECEIVED

MAR 31 2003

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Genzyme Corporation
One Kendall Square
Cambridge, MA 02139
Attn: Karen Heffernan
Telephone: (617) 252-7500
Email: _____

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