

05-20-2003

Docket No: 10275-181001



HEET

102451953

OFFICE OF THE
2001 MAY 11 PM 2:29
FINANCE SECTION

Commissioner for Trademarks: Please rec...
...copies of an original document.

1. Name of conveying party(ies): 5-14-03 Genzyme Transgenics Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <u>Massachusetts</u> <input type="checkbox"/> Other _____ Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): GTC Biotherapeutics, Inc. 175 Crossing Boulevard Framingham, MA 01702 <input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation—State <u>Massachusetts</u> <input type="checkbox"/> Other _____ If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No									
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: May 31, 2002											
4. Application number(s) or trademark number(s): A. Trademark Application No(s): 78/117254 78/117247 78/117241 78/121989 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		B: Trademark No(s):									
5. Name/address of party to whom correspondence concerning document should be mailed: Debra S. Serota, Esq. 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 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> 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 (10275-181001).									
DO NOT USE THIS SPACE											
9. Statement and Signature: <i>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.</i> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"><u>Debra S. Serota</u></td> <td style="width: 30%; text-align: center;"></td> <td style="width: 20%; text-align: center;"><u>5/13/03</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>Name of Person Signing</td> <td style="text-align: center;">Signature</td> <td style="text-align: center;">Date</td> <td></td> </tr> </table>				<u>Debra S. Serota</u>		<u>5/13/03</u>		Name of Person Signing	Signature	Date	
<u>Debra S. Serota</u>		<u>5/13/03</u>									
Name of Person Signing	Signature	Date									
Total number of pages including cover sheet, attachments, and document: 4											

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05/16/2003 DBYRNE 00000071 78117254

01 FC:8521 40.00 09
02 FC:8522 75.00 09

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. EL22467129205

Date of Deposit: 5-14-03

TRADEMARK
REEL: 002735 FRAME: 0894

FEDERAL IDENTIFICATION NO. 04-3186494

The Commonwealth of Massachusetts

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

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Examiner

Name Approved

We, Geoffrey F. Cox, President
 and Nathaniel S. Gardiner, Secretary
 of Genzyme Transgenics Corporation
(Exact name of corporation)
 located at 175 Crossing Boulevard, Framingham, MA 01702
(Street address of corporation in Massachusetts)

SECRETARY OF THE
 COMMONWEALTH
 02 MAY 31 AM 10:05
 CORPORATION DIVISION

certify that these Articles of Amendment affecting articles numbered:

Article I

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 22, 20 02, by vote of:

24,466,664 shares of Common Stock of 27,477,143 shares outstanding.
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

¹ "being at least a majority of each type, class or series outstanding and entitled to vote thereon:

Voted: To amend the Company's Articles of Organization to change the Company's name to
"GTC Biotherapeutics, Inc."

¹ Delete the inapplicable words. ² Delete the inapplicable clause.
³ For amendments adopted pursuant to Chapter 156B, Section 70.
⁴ For amendments adopted pursuant to Chapter 156B, Section 71.
 Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.

C
 P
 M
 R.A.

P.C.

156Bform-07/00

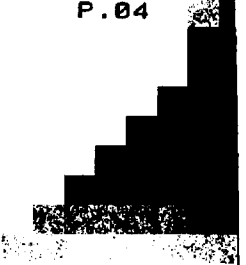
To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		



The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of May, 20 02

Geoffrey F. Coon

Geoffrey F. Coon

*President.

Nathaniel S. Gardner

Nathaniel S. Gardner

*Clerk.

Delete the inapplicable words.

** TOTAL PAGE.04 **