

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
Pasteur Merieux Serums et Vaccins Corporations a division of Sangstat Corporation		09/12/2003	CORPORATION:

RECEIVING PARTY DATA	
Name:	Genzyme Corporation
Street Address:	500 Kendall Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02142
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2350683	THYMOGLOBULIN
Registration Number:	2278587	CELSIOR

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: Genzyme Corporation - Legal Department

Address Line 1: 15 Pleasant Street Connector

Address Line 4: Framingham, MASSACHUSETTS 01701

NAME OF SUBMITTER:	Linda Leontie
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Total Attachments: 10
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**Genzyme Corporation
Assistant Clerk Certificate**

The undersigned, Tracey L. McCain, hereby certifies that she is a duly elected, qualified and acting Assistant Clerk of Genzyme Corporation, a Massachusetts corporation (the "Company"), and hereby further certifies that the following is a complete and accurate copy of resolutions adopted on August 1, 2003 by the SangStat Merger Committee of the Board of Directors of the Company and that such resolutions have not been amended or rescinded and remain in full force and effect on the date hereof:

VOTED: That the Agreement and Plan of Merger (the "Merger Agreement") by and among Genzyme Corporation ("Company"), Swift Starboard Corporation (the "Merger Sub"), and SangStat Medical Corporation ("SangStat"), pursuant to which the Company and Merger Sub agree, among other things, for the Merger Sub to make a cash tender offer (the "Offer") to acquire outstanding shares of common stock of SangStat at a price of \$22.50 per share, and following the Offer for Merger Sub to merge with and into SangStat with SangStat being the surviving entity (the "Surviving Corporation") according to the terms and conditions set forth in the Merger Agreement (the "Merger"), is hereby approved in a form similar to the form furnished to, and discussed by, the members of the SangStat Merger Committee, with such changes as any of the President and Chief Executive Officer, any Executive Vice President, any Senior Vice President, the Treasurer of the Company or James Geraghty (the "Authorized Officers") may approve; and that any Authorized Officer is hereby authorized to execute and deliver the Merger Agreement on behalf of the Company.

VOTED: That the Offer and Merger are advisable and in the best interests of the Company and Merger Sub and upon consummation of the Merger all of the outstanding stock of the Surviving Corporation shall be issued to the Company as the sole stockholder of the Merger Sub in accordance with the Delaware General Corporation Law.

VOTED: That the Company is hereby authorized to make a capital contribution and provide other funds to Merger Sub in an amount sufficient to finance the Offer.

VOTED: That the Company is authorized to prepare, execute and file with the Securities and Exchange Commission and with any other necessary regulatory body or entity a tender offer statement on Schedule TO and any other schedule, document, instrument, amendment or agreement required in connection with the Offer.

Derivative Instruments

VOTED: To delegate to any Authorized Officer the authority to approve the treatment of SangStat stock options, warrants and purchase rights in the Offer and the Merger consistent with the alternatives discussed by the SangStat Merger Committee, including the payment of cash consideration for such instruments, the exchange of such securities for Company securities or the assumption of such securities by the

Company, whether or not exercisable as of the effective time of the Merger Agreement.

VOTED: To reserve sufficient shares of the Company's GENZ Stock, or other securities for issuance upon exercise of any SangStat stock options, warrants and purchase rights exchanged or assumed by the Company pursuant to the Merger Agreement and to authorize the issuance from time to time of such shares of GENZ Stock or other securities upon exercise of such instruments.

Ancillary Agreements

VOTED: To delegate to any Authorized Officer the authority to approve such ancillary agreements related to the Merger Agreement, the Offer or the Merger as are in the judgment of such Authorized Officer necessary or desirable to effect the Offer and/or the Merger and to authorize any Authorized Officer of the Company to execute and deliver on behalf of the Company such agreements, his or her execution and delivery thereof to be conclusive evidence of this approval.

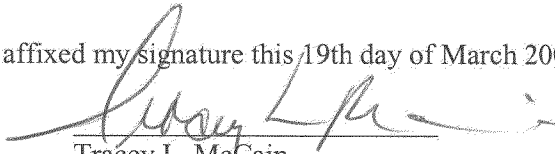
Ancillary Agreements and Filings

VOTED: That any Authorized Officer is hereby authorized and directed to prepare, execute, deliver and file, as applicable, on behalf of the Company such ancillary agreements with third parties or filings with a regulatory body or entity related to the Offer or Merger as are in the judgment of such Authorized Officer necessary or desirable to consummate the Offer and Merger.

General Authorization

VOTED: That the proper officers of the Company are hereby authorized and directed to take any and all actions, and to execute any and all documents, agreements, certificate and instruments, as they or any of them deem necessary or desirable to carry out the purpose and intent of, and to consummate, the transactions contemplated by the foregoing resolutions.

IN WITNESS WHEREOF, I have affixed my signature this 19th day of March 2004.


Tracey L. McCain
Assistant Clerk

Delaware

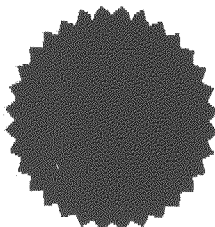
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SWIFT STARBOARD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "SANGSTAT MEDICAL CORPORATION" UNDER THE NAME OF "SANGSTAT MEDICAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF SEPTEMBER, A.D. 2003, AT 3:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWELFTH DAY OF SEPTEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2632114

030590968

DATE: 09-12-03

TRADEMARK
REEL: 002827 FRAME: 0317

SEP 12 2003 3:56PM
 State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:56 PM 09/12/2003
 FILED 03:56 PM 09/12/2003
 RV 030590367 - 2511602 FILE

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NO. 7895 P. 2

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SWIFT STARBOARD CORPORATION,
 a Delaware corporation

WITH AND INTO

SANGSTAT MEDICAL CORPORATION,
 a Delaware corporation

Under Section 253 of the General Corporation Law of the State of Delaware, Swift Starboard Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 1st day of August, 2003 pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of said State. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

Name	State of Incorporation
Swift Starboard Corporation	Delaware
SangStat Medical Corporation	Delaware

SECOND: That the Corporation owns at least ninety percent (90%) of the outstanding shares of the common stock, \$.001 par value per share (the "Common Stock"), of SangStat Medical Corporation, a corporation organized and existing under the laws of the State of Delaware ("SangStat"), which has no other class of stock outstanding other than said Common Stock.

THIRD: That the Corporation, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted by the unanimous written consent of the members thereof and filed with the minutes of the Board of Directors of the Corporation pursuant to Section 141(f) of the DGCL, on the 12th day of September, 2003 determined to merge itself into SangStat (the "Merger") with SangStat as the surviving corporation of such Merger (the "Surviving Corporation").

FOURTH: That the Merger has been approved by the sole stockholder of the Corporation entitled to vote thereon by written consent without a meeting in accordance with Section 228 of

the DGCL and such approval has not been amended or rescinded and is now in full force and effect.

FIFTH: That the name of the Surviving Corporation is SangStat Medical Corporation.

SIXTH: That the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety in the form attached as Annex I to the resolutions of the Board of Directors of this Corporation, which resolutions are attached hereto as Exhibit A.

SEVENTH: That this Certificate of Ownership and Merger shall be effective at 11:59 p.m., New York time, on September 12, 2003.

IN WITNESS WHEREOF, said Swift Starboard Corporation has caused this Certificate to be signed by its authorized officer, this 12th day of September, 2003.

SWIFT STARBOARD CORPORATION

By: /s/ Michael S. Wyzga

Michael S. Wyzga
Treasurer

EXHIBIT A**SWIFT STARBOARD CORPORATION****Action by Unanimous Written Consent of Directors
In Lieu of a Meeting of Directors**

The undersigned, being all the directors of Swift Starboard Corporation, a Delaware corporation (this "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt by this written consent the following resolutions in lieu of a meeting of directors:

WHEREAS, this Corporation is the legal and beneficial owner of at least ninety percent (90%) of the outstanding shares (the "Shares") of common stock, \$.001 par value per share (the "Common Stock"), of SangStat Medical Corporation ("SangStat"), a Delaware corporation;

WHEREAS, the Common Stock is the only issued and outstanding class of stock of SangStat; and

WHEREAS, this corporation desires to merge itself into SangStat (the "Merger") pursuant to the provisions of Section 253 of the DGCL;

NOW, THEREFORE, BE IT RESOLVED, that effective upon the time set forth in section Seventh of the Certificate of Ownership and Merger embodying these resolutions that shall be filed with the Secretary of State of the State of Delaware (but subject to the approval of Genzyme Corporation, the sole stockholder of this Corporation (the "Sole Stockholder") this Corporation merge, and it hereby does merge itself, into SangStat (the "Surviving Corporation"), which will assume all of the obligations of this Corporation; and

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

As of the time the Merger becomes effective (the "Effective Time"), by virtue of the Merger and without any action on the part of the holders of any shares of common stock of SangStat or of this Corporation:

(a) Each issued and outstanding share of common stock of this Corporation shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation;

(b) All Shares of Common Stock of SangStat that are (i) owned by SangStat as treasury stock or (ii) owned by this Corporation or the Sole Stockholder shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; and

(c) Each issued and outstanding Share of Common Stock of SangStat (other than Shares cancelled in accordance with (b) above and other than shares which are held by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL) shall be converted into the

right to receive an amount in cash equal to \$22.50, without interest (the "Merger Consideration"). From and after the Effective Time, all such Shares shall no longer be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such Shares shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration therefor upon the surrender of such certificate to American Stock Transfer & Trust Company, which has been appointed paying agent for such purpose;

FURTHER RESOLVED, that the proposed Merger be submitted to the Sole Stockholder and that upon receiving the written consent of the Sole Stockholder, the Merger shall be approved;

FURTHER RESOLVED, that from and after the Effective Time and thereafter until amended as provided by law, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety in the form attached hereto as Annex I, and the By-laws of this Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation;

FURTHER RESOLVED, that the persons who are the directors of this Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation, and that the persons who are officers of this Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation, in each case until their respective successors have been duly elected, designated or qualified, or until their earlier death, resignation or removal in accordance with the laws of the State of Delaware and the Surviving Corporation's Certificate of Incorporation and By-laws;

FURTHER RESOLVED, that the appropriate officers of this Corporation at the time in office acting singly be, and each hereby is, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said Merger; and

FURTHER RESOLVED, that all actions previously taken by the officers and directors of this Corporation in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

(The remainder of this page is intentionally left blank.)

This consent may be executed in one or more counterparts and shall be filed with the minutes of the meetings of the Board of Directors of this Corporation and shall be treated for all purposes as action taken at a meeting.

By: /s/ Richard Douglas
Name: Richard Douglas
Title: Director

By: /s/ James Geraghty
Name: James Geraghty
Title: Director

DATED: September 12, 2003

ANNEX I

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

of

SANGSTAT MEDICAL CORPORATION

1. The name of this corporation is SangStat Medical Corporation.
2. The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock that this corporation shall have authority to issue is 3,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
6. The election of directors need not be by written ballot unless the by-laws shall so require.
7. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.
8. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

9. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 9 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 9 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

10. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

11. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.