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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Altus Biologics Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Altus Biologics Inc.

Internal Address:

Street Address: 625 Putnam Street

City: Cambridge State: MA Zip: 02139

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 08/20/2001

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

A. Trademark Application No.(s) see attached

Schedule A

B. Trademark Registration No.(s) see attached

Schedule A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Judith R.S. Stern

Internal Address: Bromberg & Sunstein LLP

Street Address: 125 Summer Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-4972

PR/FINANCE JUL-6 AM 7:19

DO NOT USE THIS SPACE

9. Signature.

Judith R.S. Stern

Name of Person Signing

Signature

Date July 2, 2004

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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01 FC:0521 40.00 BA 02 FC:0522 175.00 BA

Schedule A

Trademark Applications

75/937,182

76/033,877

76/362,102

76/362,142

76/362,201

Trademark Registrations

1,944,401

1,951,643

2,416,022

CERTIFICATE OF MERGER

OF

Altus Biologics Inc.
(a Massachusetts Corporation)

INTO

Altus Biologics Inc.
(a Delaware Corporation)

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Altus Biologics Inc.	Massachusetts
Altus Biologics Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Altus Biologics Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Altus Biologics Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the office of the surviving corporation, the address of which is 625 Putnam Street, Cambridge, Massachusetts 02139.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Altus Biologics Inc.	Common	15,000,000	\$0.01
	Preferred	537,500	\$0.01

EIGHTH: That this Certificate of Merger shall be effective on the date it is filed with the Secretary of State of Delaware.

Altus Biologics Inc.
A Delaware corporation

By: 

Peter Lanciano, President

Altus Biologics Inc.
A Massachusetts corporation

By: 

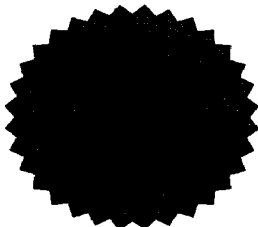
Peter Lanciano, President

Delaware

The First State

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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 MERGER OF "ALTUS BIOLOGICS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 2001, AT 9:01 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3175944

DATE: 06-17-04

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RECORDED: 07/06/2004

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