

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Ilex Products, Inc.		06/30/2005	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Genzyme Corporation
Street Address:	500 Kendall Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78381186	CLOLAR

**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  
 Address Line 1: 15 Pleasant Street Connector  
 Address Line 2: Legal Department  
 Address Line 4: Framingham, MASSACHUSETTS 01701

NAME OF SUBMITTER:	Richard D. Allison
Signature:	/rda/
Date:	09/12/2005

CH \$40.00 78381186

**Total Attachments: 5**

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# Delaware

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*The First State*

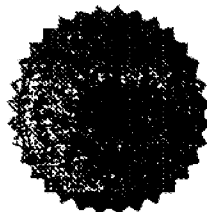
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ILEX PRODUCTS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GENZYME CORPORATION" UNDER THE NAME OF  
"GENZYME CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND  
FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT  
2:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
KENT COUNTY RECORDER OF DEEDS.

3993937 8100M

050547347



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3993693

DATE: 07-01-05

**CERTIFICATE OF MERGER  
OF  
ILEX PRODUCTS, INC.  
(a Delaware Corporation)  
WITH AND INTO  
GENZYME CORPORATION  
(a Massachusetts Corporation)**

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is GENZYME CORPORATION, a Massachusetts corporation ("Genzyme").

**SECOND:** The name of the company being merged into Genzyme is ILEX PRODUCTS, INC., a Delaware corporation ("Products").

**THIRD:** That an Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of Genzyme and Products.

**FOURTH:** The Merger Agreement is on file at the principal place of business of the Company at Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142. A copy of the Merger Agreement will be furnished by the Company on request, and without cost, to any stockholder of the constituent corporations.

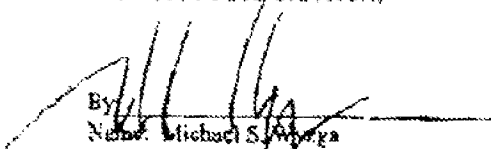
**FIFTH:** The Merger is to become effective on the date of filing.

**SIXTH:** That the Certificate of Incorporation of Genzyme immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Company immediately after the effective time of the Merger.

**EIGHTH:** The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Company at c/o Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts 02142.

**IN WITNESS WHEREOF,** said Surviving Corporation has caused this certificate to be signed by an authorized officer this 22 day of June 2005.

GENZYME CORPORATION,

By:   
Name: Michael S. Amey  
Title: Executive Vice President, Finance,  
CFO

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 06/30/2005  
FILED 02:43 PM 06/30/2005  
SRV 050547347 - 2789295 FILE

DF  
PC

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Domestic Corporation Involving Foreign Corporation or Foreign Other Entity  
(General Laws, Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Genzyme Corporation <i>04294855</i>	Massachusetts	November 21, 1991
Ilex Products, Inc. <i>74285297</i>	Delaware	August 25, 1997

(3) The foreign corporation or other entity is  /is not  \* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity Genzyme Corporation

(5) The jurisdiction under the laws of which the surviving entity will be organized Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division unless a later effective date not more than 90 days from the date and time of filing is specified \_\_\_\_\_

For each domestic corporation that is a party to the merger

(Please check the appropriate box)

(7)  The plan of merger was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate voting group, in the manner required by G. L., Chapter 156D and the corporation's articles of organization.

OR

(8)  The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

*M*

(10) Where applicable, attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Where applicable, attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) Where applicable, the executive office address of a foreign other entity, if such information is not on the record of the foreign other entity and such foreign other entity is the survivor of the merger.