

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.	FORMERLY Ilex Pharmaceuticals L.P.	06/30/2005	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: 1			
Property Type	Number	Word Mark	
Registration Number:	1767878	CAMPATH	
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:	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 1767878

Total Attachments: 10

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Delaware

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The First State

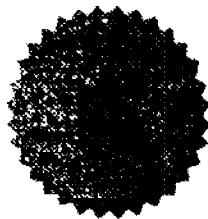
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ILEX PHARMACEUTICALS, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "ILEX PHARMACEUTICALS, L.L.C." UNDER THE NAME OF "ILEX PHARMACEUTICALS, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:19 O'CLOCK P.M.

2747992 8100M

050547220



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3993624

DATE: 07-01-05

**CERTIFICATE OF MERGER
OF
ILEX PHARMACEUTICALS, L.P.
INTO
ILEX PHARMACEUTICALS, L.L.C.**

Pursuant to Title 6, Sec. 18-209 of the Delaware Code, the undersigned surviving limited liability company, in its capacity as general partner, submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited partnership and domestic limited liability company which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Ilex Pharmaceuticals, L.P.	Delaware
Ilex Pharmaceuticals, L.L.C.	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited partnership and domestic limited liability company which are to merge.

3. The name of the surviving limited liability company is: **ILEX PHARMACEUTICALS, L.L.C.**


4. The merger shall become effective on June 30, 2005.

5. The agreement of merger is on file at a place of business of the surviving limited liability company which is located at 500 Kendall Street, Cambridge, Massachusetts 02142.

6. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any partner of the domestic limited partnership or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30th day of June, 2005, and is being filed in accordance with Title 6, Sec. 18-209 by an authorized person of the surviving limited liability company in the merger.

**ILEX PHARMACEUTICALS, L.L.C.,
General Partner**

By: 
Name: Peter Wirth
Title: Vice President and Secretary

00701-174489 CT System Online

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:42 PM 06/30/2005
FILED 02:19 PM 06/30/2005
SRV 050547220 - 2747992 FILE

Delaware

PAGE 1

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:

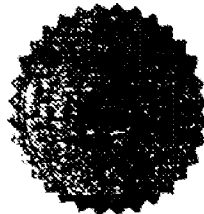
"ILEX PHARMACEUTICALS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ILEX PRODUCTS, INC." UNDER THE NAME OF "ILEX PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:42 O'CLOCK P.M.

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

2789295 8100M

050547248



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3994163

DATE: 07-01-05

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is *ILEX PRODUCTS, INC.*, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is *ILEX PHARMACEUTICALS, L.L.C.*

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The merger is to become effective on June 30, 2005.

FOURTH: The Agreement of Merger is on file at 500 Kendall Street, Cambridge, Massachusetts 02142, the place of business of the surviving corporation.

FIFTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SIXTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

(Remainder of page intentionally left blank. Signature page to follow)

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:42 PM 06/30/2005
FILED 02:42 PM 06/30/2005
SRV 050547248 - 2789295 FILE

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FROM CT WILMINGTON - 302_655_4236 GROUP 6 (THU) 5. 30' 05 17:13/ST. 17:17/NO. 4260103594 ? 3

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 30th day of June 2005.

ILEX PRODUCTS, INC.

By: 
Peter Wirth
Vice President and Secretary

Delaware

PAGE 1

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:

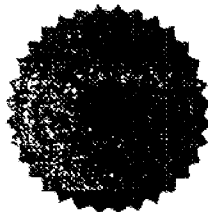
"ILEX PRODUCTS, INC.", A DELAWARE CORPORATION,

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, 300 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.

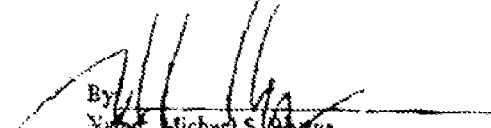
FIFTH: The Merger is to become effective on the date of filing.

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, 300 Kendall Street, Cambridge, Massachusetts 02142.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer this 29 day of June 2005.

GENZYME CORPORATION,

By: 
Name: Michael S. Hynes
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
<u>Genzyme Corporation</u>	<u>Massachusetts</u>	<u>November 21, 1991</u>
<u>Illex Products, Inc.</u>	<u>Delaware</u>	<u>August 25, 1997</u>

(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

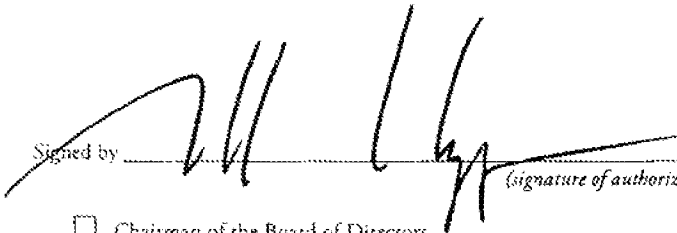
(8) The plan of merger did not require the approval of the shareholders.

(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.

(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.

Signed by  (signature of authorized individual)

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary.

on this 30th day of June of 2005

Signed by  (signature of authorized individual)

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary.

on this 30th day of June of 2005