

OUR FILE: MASST-MISC

Please record this assignment against the following applications/trademarks:

<u>Application No.</u>	<u>Filing Date</u>	<u>Status</u>
76/074,803	June 20, 2000	Pending
76/074,917	June 20, 2000	Pending/St of use filed
76/074,805	June 20, 2000	Pending/Published
76/074,918	June 20, 2000	Pending/Published
76/073,258	June 20, 2000	Pending/Allowed
76/074,297	June 20, 2000	Pending/Allowed
76/074,804	June 20, 2000	Pending/Allowed
2009413	December 20, 2000	Pending

<u>Registration No.</u>	<u>Issue Date</u>
2,230,652	March 9, 1999
1,730,224	November 3, 1992

COPY

FEDERAL IDENTIFICATION NO. 04-3243896

FEDERAL IDENTIFICATION NO. _____

The Commonwealth of Massachusetts

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

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

REGISTRATION DIVISION

01 SEP -4 PM 3:43

RECEIVED

Examiner

~~XXXXXXXXXX~~ / *merger of

Phenome Sciences, Inc., a

Massachusetts corporation

and

Xanthus Life Sciences, Inc., a

Delaware corporation

the constituent corporations, into

Xanthus Life Sciences, Inc.

~~XXXXXXXXXXXXXXXXXXXX~~ / *one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXXXXXX~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXXXXXX~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~XXXXXXXXXX~~ / *merger determined pursuant to the agreement of ~~XXXXXXXXXX~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

- C
- P
- M
- R.A.

**Delete the inapplicable words.*

Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on 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 as long as each article requiring such addition is clearly indicated.

P.C.

156B79A 4/1/00

Sep 4 2001 16:37 P.02

FAX:6178322000

FOLEY, HORG & ELIOT

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~Consolidation~~ / *Merger and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 ____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

David M. Czarnecki

Foley, Hoag & Eliot LLP

One Post Office Square

Boston, MA 02109

Telephone: _____ (617) 832-1000 _____