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FORM PTO-1594	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Offic
	ON FORM COVER SHEET TRADEMARKS ONLY
To the Honorable Commissioner of Patents and Trademarks	Please record the attached original documents or copy thereof.
Name of conveying party(ies)	2. Name and address of receiving party(ies)
PHENOME SCIENCES INC.	Name: XANTHUS LIFE SCIENCES, INC.
[] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No	Street Address: 3-G Gill Street City: Woburn State: MA Zip: 01801 [] Individual(s) Citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other
	If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No
Nature of conveyance: [] Assignment [] Merger	
[] Security Agreement [X] Change of Name [] Other	76074603
Execution Date: September 4, 2001	
Application number(s) or patent number(s): See Attached Page A. Trademark Application No.(s) Additional numbers attack	3. Trademark Registration No.(s)
Name and address of party to whom correspondence concerning document should be mailed: Weingarten, Schurgin, Gagnebin & Lebovici LLP	6. Total number of applications and registrations involved: [10]
Ten Post Office Square Boston, Massachusetts 02109	
	7. Total fee (37 CFR 3.41)\$\(\frac{265.00}{\text{Enclosed}}\) [] Authorized to be charged to deposit account
	8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)
DO N	OT USE THIS SPACE
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and The statement and signature.	
Total number of pages including cover sh	
Mail documents to be recorded with req	uired cover sheet information to:

ner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

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OUR FILE: MASST-MISC

Please record this assignment against the following applications/trademarks:

Application No.	Filing Date	<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

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

V	M

FEDERALIDENTIFICATION FEDERALIDENTIFICATION NO. 04-3243896 NO.

Exeminer

The Commonwealth of Massachuseti

William Francia Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachuserts 02108-1512

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

COMPORKTION DIVISION	01 SEP -4	
a Gersion	FH 3: 13	

CSESSEE / "merger of	•
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Messachusetts corporation
and
Xanthus Life Sciences, Inc., a
Delaware corporation ,
the constituent corporations, into

THE DESCRIPTION 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 Emerginement / 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 Recedence of *rurviving 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 "xonesdirectors./ "merger determined pursuant to the agreement of "xonesdirectors./" *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 affected pursuant to the agreement of merger:

None

С	(For #	consolidation
_	 (a) The	nurpose of th

e resulting corporation is to engage in the following business activities:

M

P.C.

Delete the inapplicable words.

Natur If the space provided under any article or lient on this form is insufficient, additions shall be set forth on reported
8 1/3 a 11 shorts of paper with a left margin of at least 1 inch. Additions to more then one article way be made on a single
then at long as each article regulating onch addition is clearly indicated.

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(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PARVALUE		WITHPARVALUE		
TYPE	NUMBEROFSHARES	TYPE	NUMBER OPSHARES	PARVALUE
Common		Common:		
Professed:		Preferred:		

^{**(}c) If more than one class of attack is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

Item 4 below may be deleted if the XXXXImgX/surviving corporation is organized under the laws of a state other than Massachusetts.

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""If there are no provisions state "Nane".

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⁴n(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

[&]quot;(e) Other lewful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders.

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THE COMMONWEALTH OF MASSACHUSETTS

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

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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

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FOLEY, HORA 8, ELIOT Fax: 61783227000