

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

123025



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Millennium Pharmaceuticals, Inc.
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
 - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
Millennium Pharmaceuticals, Inc.
 - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- The date of its incorporation is 01/13/1993 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is _____
c/o Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is _____
C T Corporation System
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
See Attachment
- The names and respective addresses of the directors and officers are:

	Name	Address
Director	SEE ATTACHMENT	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
FEB 15 2002
BY 281372

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
500,000,000	Common		\$0.001
5,000,000	Preferred		\$0.001

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
224,290,648	Common		\$0.001
0	Preferred		\$0.001

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 266,262,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 20,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 400,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: January 29, 2002

Millennium Pharmaceuticals, Inc.

Print Exact Name of Corporation Making Application

By

John B. Douglas III

☐

President or

☒

Vice President

(check one)

By

Joseph L. Faber

☐

Secretary or

☒

Assistant Secretary (check one)

STATE OF Massachusetts

COUNTY OF Middlesex

In Cambridge, on this 29th day of January, 2002, personally appeared before me John B. Douglas III who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public

My Commission Expires: August 15 2008

Attachment to Rhode Island
Application for Certificate of Authority

Purpose Clause

The research, development, licensing, marketing and sale of biopharmaceutical and pharmaceutical products and all other activities not prohibited by law. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Millennium Pharmaceuticals, Inc.
Officers and Directors

<u>Name & Title</u>	<u>Business Address</u>
Mark J. Levin Chairperson, Chief Executive Officer and President	75 Sidney Street Cambridge, MA 02139
Kevin P. Starr Chief Operating Officer and Chief Financial Officer	75 Sidney Street Cambridge, MA 02139
John B. Douglas III Sr. Vice President, General Counsel and Secretary	75 Sidney Street Cambridge, MA 02139
Paul R. Hamelin Sr. Vice President, Commercial Operations	75 Sidney Street Cambridge, MA 02139
John Maraganore, Ph.D. Sr. Vice President, Strategic Product Development	75 Sidney Street Cambridge, MA 02139
Linda K. Pine Sr. Vice President, Human Resources	75 Sidney Street Cambridge, MA 02139
Robert Tepper, M.D. Exec. Vice President, Discovery and Chief Scientific Officer	75 Sidney Street Cambridge, MA 02139
Eugene Cordes, Ph.D. Director	75 Sidney Street Cambridge, MA 02139
A. Grant Heidrich, III Director	75 Sidney Street Cambridge, MA 02139
Raju S. Kucherlapati, Ph.D. Director	75 Sidney Street Cambridge, MA 02139
Eric S. Lander, Ph.D. Director	75 Sidney Street Cambridge, MA 02139
Edward D. Miller, Jr. Director	75 Sidney Street Cambridge, MA 02139
Norman C. Selby Director	75 Sidney Street Cambridge, MA 02139
Kenneth E. Weg Director	75 Sidney Street Cambridge, MA 02139

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "MILLENNIUM PHARMACEUTICALS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TENTH DAY OF MAY, A.D. 1996,
AT 1:15 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTEENTH DAY OF MAY,
A.D. 1997, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 1999, AT 9:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTEENTH DAY OF MARCH,
A.D. 2000, AT 5:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF APRIL,
A.D. 2000, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SECOND DAY OF
JANUARY, A.D. 2001, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF APRIL,
A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1602689

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DATE: 02-07-02