

Form PTO-1595 (Rev. 08/05)
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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies): American BioScience, Inc. and American Pharmaceutical Partners, Inc. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Abraxis BioScience, Inc.</u> Internal Address: _____ Street Address: _____ 2730 Wilshire Boulevard, Suite 500 City: <u>Santa Monica</u> State: <u>California</u> Country: <u>United States of America</u> Zip: <u>90403</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance/Execution Date(s): Execution Date(s): <u>April 18, 2006</u> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other _____	4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No.(s) _____ B. Patent No.(s) <u>5,635,207</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5. Name and address to whom correspondence concerning document should be mailed: Name: <u>Kelly E. Hershey</u> <u>MORRISON & FOERSTER LLP</u> Internal Address: Atty. Dkt.: 420052000114 Street Address: <u>755 Page Mill Road</u> City: <u>Palo Alto</u> State: <u>CA</u> Zip: <u>94304-1018</u> Phone Number: <u>(650) 813-5755</u> Fax Number: <u>(650) 494-0792</u> Email Address: <u>KHershey@mofo.com</u>	6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>40.00</u> <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)
8. Payment Information a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>03-1952</u> Authorized User Name <u>Kelly E. Hershey</u>	
9. Signature: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> Signature <u>Kelly E. Hershey - 48,408</u> Name of Person Signing </div> <div style="text-align: center;"> <u>10/31/06</u> Date <div style="border: 1px solid black; padding: 2px; display: inline-block;">4</div> </div> </div>	

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being transmitted by facsimile to the Patent and Trademark Office, facsimile no. (571) 273-0140, on the date shown below.	
Dated: <u>10/31/06</u>	Signature: <u>K. Chaffin-Penny</u> (Kirsta Chaffin-Penny)

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Delaware

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The First State

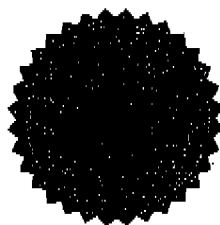
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICAN BIOSCIENCE, INC", A CALIFORNIA CORPORATION,
WITH AND INTO "AMERICAN PHARMACEUTICAL PARTNERS, INC." UNDER THE NAME OF "ABRAXIS BIOSCIENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF APRIL, A.D. 2006, AT 9 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4676633

DATE: 04-19-06

PATENT
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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:04 PM 04/18/2006
 FILED 09:00 PM 04/18/2006
 SRV 060361520 - 3430252 FILE

**CERTIFICATE OF MERGER
 OF
 AMERICAN BIOSCIENCE, INC.
 INTO**

AMERICAN PHARMACEUTICAL PARTNERS, INC.

Under Section 252 of the Delaware General Corporation Law ("DGCL")

The undersigned American Pharmaceutical Partners, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
American BioScience, Inc.	California
American Pharmaceutical Partners, Inc.	Delaware

SECOND: That an agreement and plan of merger between the Company and American BioScience, Inc., dated November 27, 2005 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Company shall be the surviving corporation of the merger (the "Surviving Corporation"). At the effective time of the merger, the name of the Surviving Corporation will be amended to be Abraxis Bioscience, Inc. as set forth in Article Fourth.

FOURTH: The Amended and Restated Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation, with such Amended and Restated Certificate of Incorporation being amended as follows:

(a) Section 1 of the Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"Section 1

The name of the corporation is Abraxis BioScience, Inc. (the "Corporation")."

(b) Section 4.1 of the Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"4.1 The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 356,000,000, consisting of 350,000,000 shares of common stock, \$.001 par value per share ("Common Stock"), and 6,000,000 shares of preferred stock \$.001 par value per share ("Preferred Stock")."

Certificate of Merger_v1

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation at 1501 East Woodfield Road, Suite 300 East, Schaumburg, Illinois 60173-5837.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of American BioScience, Inc., the only constituent corporation which is not a Delaware corporation, is 300,000,000 shares of common stock and 32,500,000 shares of preferred stock.

Dated: April 18, 2006

AMERICAN PHARMACEUTICAL PARTNERS, INC.

By: 

Name: Patrick Sooh-Shiong

Title: Chief Executive Officer