


Client Code: ABXAZ.001A

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p><b>ABGENIX, INC.</b></p> <p>Additional name(s) of conveying party(ies) attached?</p> <p>( ) Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p><b>Name:</b> AMGEN FREMONT INC.</p> <p><b>Street Address:</b> 6701 KAISER DRIVE</p> <p><b>City:</b> FREMONT <b>State:</b> CA</p> <p><b>ZIP:</b> 94555</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p>( ) Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>( ) Assignment ( ) Security Agreement</p> <p>(X) Merger ( ) Change of Name</p> <p>( ) Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p><b>MARCH 31, 2006</b></p>	<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent Application No.: 10/644,277</p> <p>Filing Date: August 19, 2003</p> <p>Additional numbers attached?</p> <p>(X) Yes ( ) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p><b>Customer No.</b> 20,995</p> <p><b>Address:</b> Knobbe, Martens, Olson &amp; Bear, LLP 2040 Main Street, 14<sup>th</sup> Floor Irvine, CA 92614</p> <p><b>Return Fax:</b> (949) 760-9502</p> <p><b>Attorney's Docket No.:</b> ABXAZ.001A</p>	<p>6. Total number of applications and patents involved: 5</p>
<p>7. Total fee (37 CFR 1.21(h)): \$200</p> <p>(X) Authorized to be charged to deposit account</p>	<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p><u>Brent C. Moore</u> Name of Person Signing</p> <p><u></u> Signature</p> <p><u>March 15, 2007</u> Date</p> <p><u>55,461</u> Registration No.</p> <p>Total number of pages including cover sheet, attachments and document: 7</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

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**PATENT**  
**REEL: 019027 FRAME: 0528**

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**RECORDATION FORM COVER SHEET (CONTINUED)****SECTION 4 (CONTINUED)**

US or PCT Application number(s) or US Patent number(s):

- (X) Patent Application No.: 11/311,939  
Filing Date: December 19, 2005  
Attorney's Docket No.: ABXAZ.002A
  
- (X) Patent Application No.: 11/641,247  
Filing Date: December 19, 2006  
Attorney's Docket No.: ABXAZ.001DV1
  
- (X) Patent Application No.: 11/641,128  
Filing Date: December 19, 2006  
Attorney's Docket No.: ABXAZ.001DV2
  
- (X) Patent Application No.: 11/641,247  
Filing Date: December 19, 2006  
Attorney's Docket No.: ABXAZ.001DV3

# 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:

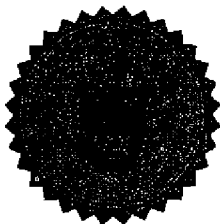
"ATHLETICS MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ABGENIX, INC." UNDER THE NAME OF "AMGEN  
FREMONT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE  
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 11:15  
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL,  
A.D. 2006, AT 12:01 O'CLOCK A.M.

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

2636868 8100M

060306117

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4635795

DATE: 03-31-06

PATENT  
REEL: 019027 FRAME: 0530

FROM CORPORATION TRUST WILM. TEAM #2

(FRI) 3. 31' 06 11:09/ST. 11:06/NO. 4863796028 P 2

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:15 AM 03/31/2006  
FILED 11:15 AM 03/31/2006  
SRV 060306117 - 2636868 FILE

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
ATHLETICS MERGER SUB, INC.  
WITH AND INTO  
ABGENIX, INC.

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Abgenix, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Abgenix, Inc.	Delaware
Athletics Merger Sub, Inc.	Delaware

2. The Agreement and Plan of Merger, dated as of December 14, 2005 ("Merger Agreement"), among the Corporation, Amgen Inc. ("Parent"), a Delaware corporation, and Athletics Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Parent, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.
3. In accordance with the Merger Agreement, Merger Sub will merge with and into the Corporation. Following the merger, the Corporation will continue as the surviving corporation ("Surviving Corporation") and the separate corporate existence of Merger Sub will cease. The name of the Surviving Corporation of the merger will be Amgen Fremont Inc.
4. The certificate of incorporation of the Surviving Corporation shall be amended effective as of the merger to read in its entirety in the form attached hereto as Exhibit A.
5. The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 6701 Kaiser Drive, Fremont, California, 94555.

FROM CORPORATION TRUST WILM. TEAM #2

(FRI) 3. 31' 06 11:10/ST. 11:06/NO. 4863796028 P 3

6. 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.
7. Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, the effective time of this Certificate of Merger, and the time when the merger therein provided for shall become effective shall be 12:01 AM, New York time, on April 1, 2006.

FROM CORPORATION TRUST WILM. TEAM #2

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IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation, as of March 31, 2006.

ABGENIX, INC.

By



Name: William R. Ringo

Title: Chief Executive Officer,  
President and Director

PATENT

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FROM CORPORATION TRUST WILM. TEAM #2

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**EXHIBIT A****CERTIFICATE OF INCORPORATION  
OF  
AMGEN FREMONT INC.**

1. The name of the corporation is:

Amgen Fremont Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), all of which shall be Common Stock, and the par value of each share shall be one cent (\$.01).

5. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

6. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

7. No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.