

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/18/2006
CONVEYING PARTY DATA	
Name	Execution Date
American BioScience, Inc.	04/18/2006
RECEIVING PARTY DATA	
Name:	Abraxis BioScience, Inc.
Street Address:	11755 Wilshire Boulevard, Suite 2000
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90025
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6528067
CORRESPONDENCE DATA	
Fax Number:	(650)494-0792
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 813-5755
Email:	ifrancetic@mofo.com
Correspondent Name:	Kelly E. Hershey
Address Line 1:	Morrison & Foerster LLP
Address Line 2:	755 Page Mill Road
Address Line 4:	Palo Alto, CALIFORNIA 94304-1018
ATTORNEY DOCKET NUMBER:	420052000129
NAME OF SUBMITTER:	Kelly E. Hershey
Total Attachments: 3 source=merger#page1.tif	

CH \$40.00 6528067

500296274

PATENT  
REEL: 019419 FRAME: 0941

source=merger#page2.tif

source=merger#page3.tif

**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 Soqn-Shiong

Title: Chief Executive Officer

# Delaware

PAGE 1

*The First State*

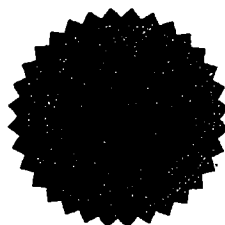
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.

3430252 8100M

060361520



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4676633

DATE: 04-19-06