

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Guilford Pharmaceuticals Inc.	10/03/2005
RECEIVING PARTY DATA	
Name:	MGI GP, Inc.
Street Address:	6611 Tributary Street
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21124
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6403675
CORRESPONDENCE DATA	
Fax Number:	(617)832-7000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	617-832-1703
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Correspondent Name:	Jacob I. Wasserman
Address Line 1:	155 Seaport Blvd., WTCW
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Address Line 4:	Boston, MASSACHUSETTS 02210-2600
ATTORNEY DOCKET NUMBER:	GPT-001.02
NAME OF SUBMITTER:	Jacob I. Wasserman

Total Attachments: 6
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Delaware

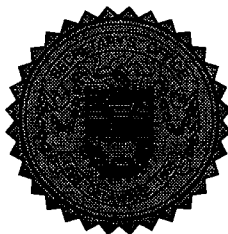
PAGE 1

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:

"GRANITE ACQUISITION, INC.", A DELAWARE CORPORATION, WITH AND INTO "GUILFORD PHARMACEUTICALS INC." UNDER THE NAME OF "MGI GP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF OCTOBER, A.D. 2005, AT 1:13 O'CLOCK P.M.

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



2343725 8100M

050807243

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4199207

DATE: 10-03-05

PATENT
REEL: 022086 FRAME: 0728

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 10/03/2005
FILED 01:13 PM 10/03/2005
SRV 050807243 - 2343725 FILE

**CERTIFICATE OF MERGER
OF
GRANITE ACQUISITION, INC.
WITH AND INTO
GUILFORD PHARMACEUTICALS INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware ("DGCL"), Guilford Pharmaceuticals Inc. certifies as follows:

FIRST: The constituent corporations are: Granite Acquisition, Inc., a Delaware corporation, and Guilford Pharmaceuticals Inc., a Delaware corporation.

SECOND: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation is Guilford Pharmaceuticals Inc. Effective immediately upon the effective time of this certificate of merger, the name of the corporation shall be changed to MGI GP, Inc.

FOURTH: The certificate of incorporation of the surviving corporation shall be amended and restated as of the effective time of the merger so as to thereafter read as set forth in Exhibit A hereto.

FIFTH: The executed agreement of merger is on file at the principal office of Guilford Pharmaceuticals Inc. at 6611 Tributary Street, Baltimore, Maryland 21224, attn: Corporate Secretary.

SIXTH: A copy of the agreement of merger will be furnished by Guilford Pharmaceuticals Inc., on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this certificate of merger shall become effective immediately upon filing with the Secretary of State of the State of Delaware.

Dated: October 3, 2005

GUILFORD PHARMACEUTICALS INC.

By: 
Name: Dean J. Mitchell
Title: President and Chief Executive Officer

[Signature Page to Certificate of Merger]

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GUILFORD PHARMACEUTICALS INC.**

1. Name. The name of the corporation is MGI GP, Inc.
2. Registered Office and Registered Agent. The address of the registered office of the corporation in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.
3. Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. Capital Stock. The total number of shares of stock that the corporation is authorized to issue is 100 shares, par value \$.01 per share, all of which shares are designated as common stock.
5. Bylaws. The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. Limitation of Directors' Liability. No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that nothing contained in this Article 6 shall eliminate or limit the liability of a director (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 law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval of this article to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

7. Indemnification.

7.1. Authorization of Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether by or in the right of the corporation or otherwise (a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee

EXHIBIT A

or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter, an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the corporation (and any successor to the corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and (except as provided herein) procedures set forth in the Delaware General Corporation Law, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorney's fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in paragraph 7.2 hereof with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee (except for a suit or action pursuant to subsection 7.2) only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the board of directors of the corporation. The right to indemnification conferred in this subsection 7.1 shall be a contract right and shall include the right to be paid by the corporation (and such successor) the expenses (including attorney's fees) incurred in the defense of or other involvement in any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if and to the extent the Delaware General Corporation Law requires, the advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which services was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the corporation of an undertaking (hereinafter, an "undertaking") by or on behalf of such indemnitee to repay all amounts so advanced if it shall ultimately be determined by a final adjudication from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified under this subsection 7.1 or otherwise.

7.2. Reimbursement of Expenses. If a claim under subsection 7.1 of this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the corporation to recover an advancement of expenses pursuant to the terms of

EXHIBIT A

an undertaking the corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstance because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the corporation.

7.3. Non-exclusivity. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the corporation's Amended and Restated Certificate of Incorporation, any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

7.4. Insurance. The corporation may maintain insurance at its expense, to protect itself and any person who is a director, officer, employee or agent of the corporation or another corporation or of a partnership, joint venture, trust or other enterprise, against any liability, loss or expenses, whether or not the corporation would have the power to indemnify such person against such liability, loss or expense under the provisions of the Delaware General Corporation Law.

7.5. Employees. The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

8. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

9. Effectiveness. This Amended and Restated Certificate of Incorporation shall become effective immediately upon filing with the Secretary of State of the State of Delaware.