

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/24/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Advanced Magnetics, Inc.		07/24/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AMAG Pharmaceuticals, Inc.
Street Address:	125 CambridgePark Drive
Internal Address:	6th Floor
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02140
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77159921	AMAG PHARMACEUTICALS
Serial Number:	77159943	CELESTIA PHARMACEUTICALS
Serial Number:	77229464	A

CORRESPONDENCE DATA

Fax Number: (617)338-2880
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-338-2800
 Email: kherman@sandw.com
 Correspondent Name: Kim Herman
 Address Line 1: One Post Office Square
 Address Line 2: Sullivan & Worcester LLP
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	19968.15
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CH \$90.00 77159921

NAME OF SUBMITTER:	Kim Herman
Signature:	/Kim Herman/
Date:	01/15/2008
Total Attachments: 4 source=AMAG merger#page1.tif source=AMAG merger#page2.tif source=AMAG merger#page3.tif source=AMAG merger#page4.tif	

Delaware

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The First State

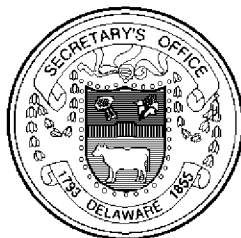
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMAG NAME CHANGE SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "ADVANCED MAGNETICS, INC." UNDER THE NAME OF "AMAG PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 2007, AT 8:44 O'CLOCK A.M.

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

0926007 8100M

070843848



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5865627

DATE: 07-24-07

TRADEMARK
REEL: 003697 FRAME: 0369

CERTIFICATE OF OWNERSHIP AND MERGER OF

**AMAG Name Change Sub, Inc.,
a Delaware corporation**

with and into

**Advanced Magnetics, Inc.,
a Delaware corporation**

It is hereby certified that:

1. Advanced Magnetics, Inc. ("**Parent**" or the "**Corporation**") is a business corporation organized and existing under the laws of the State of Delaware.
2. Parent owns all of the issued and outstanding shares of capital stock of AMAG Name Change Sub, Inc. ("**Subsidiary**"), which is a business corporation organized and existing under the laws of the State of Delaware.
3. Parent hereby merges Subsidiary with and into Parent.
4. In connection with the merger of Subsidiary into Parent, Parent hereby changes its name to AMAG Pharmaceuticals, Inc.
5. The following is a copy of the relevant recitals and resolutions adopted as of June 29, 2007 by the unanimous written consent of the Board of Directors of Parent under Section 141(f) of the Delaware General Corporations Law ("**DGCL**") approving the merger of Subsidiary with and into Parent under Section 253 of the DGCL:

- WHEREAS:** It is in the best interest for the Corporation to change its name to AMAG Pharmaceuticals, Inc.;
- WHEREAS:** the Corporation may change its name without stockholder approval under Section 253 of the DGCL by forming a subsidiary, causing that subsidiary to merge into the Corporation, and including in the certificate of ownership and merger a provision that the Corporation is changing its name;
- WHEREAS:** the Corporation desires to form a wholly-owned subsidiary, AMAG Name Change Sub, Inc., a Delaware corporation (the "**Subsidiary**"), to merge with and into the Parent, so that Parent will be the surviving corporation and can change its name pursuant to Section 253 of the DGCL;
- WHEREAS:** there has been submitted to and considered by the members of the Board an agreement and plan of merger (the "**Merger Agreement**") by and between the Subsidiary and Parent providing for the short-form merger (the "**Merger**") of the Subsidiary with and into the Parent pursuant to the DGCL and further providing that all of the assets and liabilities of the Subsidiary will become assets and liabilities of the Parent pursuant to DGCL Section 259 and that the

Parent will change its name to AMAG Pharmaceuticals, Inc. pursuant to DGCL Section 253(b); and

WHEREAS: the undersigned deems it advisable and in the best interests of the Corporation to approve and to consummate the Merger and that a Certificate of Ownership and Merger (the "*Merger Certificate*") be executed in accordance with DGCL Section 103 and filed with the Secretary of State of the State of Delaware and that any other appropriate documents and acts be executed, delivered and performed;

NOW, THEREFORE, BE IT:

RESOLVED: that Parent cause Subsidiary to be formed and issue 1,000 shares of its capital stock to Parent at its par value per share of \$0.001 in exchange for \$1.00 cash so that the Subsidiary will be a wholly-owned subsidiary of Parent;

RESOLVED: that Parent, a Delaware corporation and owner of all of the outstanding shares of Subsidiary, which is also a Delaware corporation, become a party to the Merger Agreement and undertake the Merger and thereby merge Subsidiary into the Corporation pursuant to the provisions of the DGCL and take ownership of all of the assets and assume all of the liabilities of Subsidiary;

RESOLVED: that Subsidiary shall be merged with and into Parent upon the effective date of the Merger pursuant to the DGCL and Parent shall continue its existence as the surviving corporation pursuant to the DGCL;

RESOLVED: that in connection with the Merger, Parent's name shall be changed from Advanced Magnetics, Inc. to AMAG Pharmaceuticals, Inc. and that Article I of Parent's Certificate of Incorporation, as amended, be further amended as permitted by Section 253 of the DGCL to reflect such name change;

RESOLVED: that the issued and outstanding shares of Subsidiary's capital stock shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Parent is the owner of all outstanding shares of Subsidiary, but each said share which is issued as of the effective date of the Merger shall be surrendered and extinguished;

RESOLVED: that officers of Parent are hereby authorized to enter into the Merger Agreement on behalf of Parent and to execute the Merger Certificate and cause it to be filed with the Delaware Secretary of State; and

RESOLVED: that the Board of Directors and the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Merger herein provided for;

IN WITNESS WHEREOF, Advanced Magnetics, Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer on the 24th day of July, 2007.

Advanced Magnetics, Inc.
a Delaware corporation

By: /s/ Joseph L. Farmer
Joseph L. Farmer
Its: General Counsel & Vice
President of Legal Affairs

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