



Millennium Pharmaceuticals, Inc.

40 Landsdowne Street
Cambridge, Massachusetts 02139
www.millennium.com

123025

February 20, 2009

Rhode Island Secretary of State
Corporations Division
148 West River Street
Providence, RI 02904-2615

RE: Millennium Pharmaceuticals, Inc.
Corporate ID No. 123025

Dear Madam or Sir:

I have enclosed a copy of the Restated Certificate of Incorporation which was filed in the State of Delaware for the above named corporation that documents the reduction in Authorized Common Stock from 500,000,000 shares to 1,000 shares. There are no Authorized Preferred Shares.

I have also enclosed a check in the amount of \$ 10.00 in payment of the filing fee.

Please contact Edward J. Daly CPA, of my staff at (617) 679 – 7362 or ted.daly@mpi.com, if you have any questions regarding this matter.

Yours truly,

A handwritten signature in black ink, appearing to read 'Todd Shegog'.

Todd Shegog
Senior Vice President Finance

Enclosures

2009 FEB 18 AM 11:07
CORPORATIONS DIV
SECRETARY OF STATE
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EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

MILLENNIUM PHARMACEUTICALS, INC.

FIRST: The name of the Corporation is: Millennium Pharmaceuticals, Inc.

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

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

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand shares of Common Stock, \$0.001 par value per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. Election of directors need not be by written ballot.
3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the By-Laws of the Corporation.

SIXTH: Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.