

FO2000005145

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

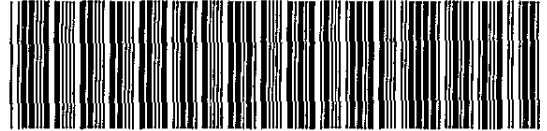
(Business Entity Name)

(Document Number)

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G. Cecil Lewis DEC 10 2005



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 342875 160438A
AUTHORIZATION :
COST LIMIT : \$ 35.00 *Patricia Pijuta*

ORDER DATE : December 2, 2003
ORDER TIME : 10:44 AM
ORDER NO. : 342875-035
CUSTOMER NO: 160438A
CUSTOMER: Mr. Asher M. Rubin
Guilford Pharmaceuticals Inc.
6611 Tributary Street
Baltimore, MD 21224

CHANGE OF AGENT

NAME: GUILFORD PHARMACEUTICAL
PRODUCTS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Maryland in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: GUILFORD PHARMACEUTICAL PRODUCTS INC.
2. The principal office address: 6611 Tributary Street, Baltimore, MD 21224
3. The mailing address (if different): _____
4. Date of incorporation/qualification: October 10, 2002 Document number: F02000005145
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

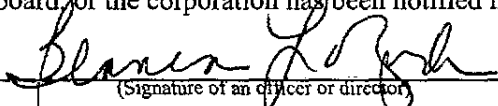
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6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

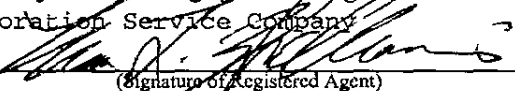
Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

 Blanca Lozada, Attorney-in-Fact
(Signature of an officer or director) (Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By:  December 5, 2003
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Marva L. Williams Assistant Vice President
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314