

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**AMAG PHARMACEUTICALS, INC.**

(Pursuant to Section 245 of the  
General Corporation Law of the State of Delaware)

**AMAG PHARMACEUTICALS, INC.**, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

**DOES HEREBY CERTIFY:**

1. That the name of this corporation is AMAG Pharmaceuticals, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on November 9, 1981 under the name BioClinical Group, Inc.

2. That this corporation filed with the Secretary of State of the State of Delaware its original certificate of incorporation on November 9, 1981 (the “**Original Certificate**”). The Original Certificate was (a) renewed by that certain Certificate of Renewal on December 13, 1983, (b) amended to change the corporation’s name from “BioClinical Group, Inc.” to “Advanced Magnetics, Inc.” by that certain Certificate of Amendment on December 13, 1983, (c) amended by that certain Certificate of Amendment on April 28, 1986, (d) amended by that certain Certificate of Amendment on February 12, 1987, (e) amended by that certain Certificate of Ownership and Merger on November 30, 1990, (f) amended by that certain Certificate of Amendment on March 10, 1992, (g) amended by that certain Certificate of Amendment on February 8, 2006, (h) amended to change the corporation’s name from “Advanced Magnetics, Inc.” to “AMAG Pharmaceuticals, Inc.” by that certain Certificate of Ownership and Merger on July 24, 2007, (i) amended by that certain Certificate of Amendment on May 7, 2008, and (j) supplemented by that certain Certificate of Designation on September 4, 2009 which designated forty-five thousand (45,000) shares of the Corporation’s Preferred Stock as Series A Junior Participating Preferred Stock, pursuant to section 151(f) of the General Corporation Law, with the rights, preferences, privileges, and restrictions of such shares of Series A Junior Participating Preferred Stock as set forth in **EXHIBIT A** hereto (such certificate of incorporation, as so amended, renewed and supplemented, the “**Current Certificate of Incorporation**”).

3. The Current Certificate of Incorporation, as so amended and renewed to date, is hereby restated as set forth in this Restated Certificate of Incorporation hereinafter provided for.

4. That this Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 245 of the General Corporation Law of the State of Delaware and (a) only restates and integrates the provisions of the Current Certificate of Incorporation, (b) does not further amend the provisions of the Current Certificate of Incorporation as heretofore amended, and (c) there are no discrepancies between the provisions of the Current Certificate of Incorporation and the provisions of this Restated Certificate of Incorporation.

5. The Current Certificate of Incorporation, as restated herein, shall at the effective time of this Restated Certificate of Incorporation, read as follows:

**FIRST:** The name of this corporation is AMAG Pharmaceuticals, Inc. (the “**Corporation**”).

**SECOND:** The address of its registered office in the State of Delaware is No. 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 is as follows:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** (A) This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 60,750,000 shares, \$.01 par value per share, of which 58,750,000 shares shall be Common Stock and 2,000,000 shares shall be Preferred Stock.

(B) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized, within the limitation and restrictions stated in this Restated Certificate of Incorporation to determine or alter the rights, preferences, powers, privileges and the restrictions, qualifications and limitation granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof; and to increase or decrease the number of shares constituting any such series; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of any series shall be so decreased, the shares then constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. As of September 4, 2009, the Board of Directors of the Corporation has designated forty-five thousand (45,000) shares of the Corporation's Preferred Stock as Series A Junior Participating Preferred Stock, pursuant to section 151(f) of the Delaware General Corporation Law, with the rights, preferences, privileges, and restrictions of such shares of Series A Junior Participating Preferred Stock as set forth in **EXHIBIT A** hereto.

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

Election of directors need not be by written ballot.

The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

**SIXTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, also on this Corporation.

**SEVENTH:** The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as that Section may be amended and supplemented from time to time, indemnify any director or officer which it shall have power to indemnify under that Section against any expenses, liabilities or other matters referred to in or covered by that Section. The indemnification provided for in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement or vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) shall continue as to a person who has ceased to be a director or officer and (iii) shall inure to the benefit of the heirs, executors and administrators of such a person. To assure indemnification under this Article of all such persons who are determined by the Corporation or otherwise to be or to have been “fiduciaries” of any employee benefit plan of the Corporation which may exist from time to time and which is governed by the Act of Congress entitled “Employee Retirement Income Security Act of 1974,” as amended from time to time, such Section 145 shall, for the purposes of this Article, be interpreted as follows: an “other enterprise” shall be deemed to include such an employee benefit plan; the Corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to such Act of Congress shall be deemed “fines;” and action taken or omitted by a person with respect to an employee benefit plan in the performance of such person’s duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

**EIGHTH:** The Corporation reserves the right to amend, alter, change or deal any provision contained in this Restated Certificate of Incorporation, in the now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**NINTH:** (A) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether initiated by or in the right of the Corporation or by a third party (hereinafter a “proceeding”), by reason of the fact that he or she, or a person for 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 or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, 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 indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (in the case of any such amendment, only to the extent that such amendment either (i) permits the Corporation to provide broader indemnification rights than said law permitted prior to such amendment or (ii) prohibits or limits any of the indemnification rights previously set forth in said law, against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except with respect to a proceeding under paragraph (C) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to

the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(B) Indemnification or advancement of expenses pursuant to paragraph (A) of this Article shall be made no later than 45 days after receipt by the Corporation of the written request of the claimant, unless a determination is made that the claimant has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Any such determination shall be made (1) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who are not parties to such proceeding, or (2) if such a quorum is not obtainable or, even if obtainable a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(C) If a claim under paragraph (A) of this Article is not paid in full by the Corporation within the 45-day period specified in paragraph (B), the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to force a claim for expenses incurred in defending any proceeding in advance of the final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. 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 action that indemnification of the claimant is proper in the circumstances because he or she 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 claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(D) If a claimant is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses, judgments, fines or penalties actually and reasonably incurred by him in the investigation, defense, appeal or settlement of any proceeding but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify the claimant for the portion of such expenses, judgments, fines or penalties to which such claimant is entitled.

(E) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. Without limiting the generality of the foregoing, the Corporation, acting through its Board of Directors, may enter into agreements with any director, officer, employee or agent of the Corporation providing for indemnification rights equivalent to or greater than the indemnification rights set forth in this Article.

(F) The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by him in any such Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(G) Without the consent of a person entitled to the indemnification and other rights provided in this Article (unless otherwise required by the Delaware General Corporation Law), no amendment modifying or terminating such rights shall adversely affect such person's rights with respect to the period prior to such amendment.

(H) If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, or if substantially all of the assets or stock of the Corporation is acquired by any other corporation, or in the event of any other similar reorganization involving the Corporation, the Board of Directors of the Corporation or the board of directors of any corporation assuming the obligations of the Corporation shall assume the obligations of the Corporation under this Article, through the date of such merger, consolidation or reorganization, with respect to each person who was entitled to indemnification rights under this Article as of such date.

**TENTH:** To the fullest extent permitted by Delaware law, as it may be amended from time to time, a director of the Corporation shall not be liable to any Corporation or its stockholders for monetary damages for breach of fiduciary as a director.

**IN WITNESS WHEREOF**, this Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 12th day of April, 2010.

**AMAG PHARMACEUTICALS, INC.**

By: /s/ Joseph L. Farmer  
Joseph L. Farmer  
General Counsel, Senior Vice President of  
Legal Affairs and Secretary

**EXHIBIT A**

**AMAG PHARMACEUTICALS, INC.**

**CERTIFICATE OF DESIGNATION**

**OF**

**SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**

**(Pursuant to Section 151 of the  
Delaware General Corporation Law)**

AMAG PHARMACEUTICALS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the “*Company*”), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation as required by Section 151 of the General Corporation Law at a meeting duly called and held on September 3, 2009:

**RESOLVED**, that pursuant to the authority granted to and vested in the Board of Directors of the Company in accordance with the provisions of its Certificate of Incorporation, as amended, the Board of Directors hereby creates a series of Preferred Stock, par value \$0.01 per share, of the Company and hereby states the designation and number of shares, and fixes the relative designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof (in addition to the provisions set forth in the Certificate of Incorporation of the Company, which are applicable to the Preferred Stock of all classes and series), as follows:

Series A Junior Participating Preferred Stock:

**Section 1. Designation and Amount.** Forty-Five Thousand (45,000) shares of Preferred Stock, par value \$0.01 per share, are designated “*Series A Junior Participating Preferred Stock*” with the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions specified herein (the “*Junior Preferred Stock*”). Such number of shares may be increased or decreased by resolution of the Board of Directors; *provided*, that no decrease shall reduce the number of shares of Junior Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Junior Preferred Stock.

**Section 2. Dividends and Distributions.**

(A) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Junior Preferred Stock with respect to dividends, the holders of shares of Junior Preferred Stock, in preference to the holders of Common Stock, par value \$0.01 per share (the “*Common Stock*”), of the Company, and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of April, July, October and January in each year (each such date being referred to herein as a “*Quarterly Dividend Payment Date*”), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Junior Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per

share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Junior Preferred Stock. In the event the Company shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**(B)** The Company shall declare a dividend or distribution on the Junior Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); *provided*, that in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1.00 per share on the Junior Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

**(C)** Dividends shall begin to accrue and be cumulative on outstanding shares of Junior Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Junior Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Junior Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Junior Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

**Section 3. Voting Rights.** The holders of shares of Junior Preferred Stock shall have the following voting rights:

**(A)** Subject to the provision for adjustment hereinafter set forth, each share of Junior Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the stockholders of the Company. In the event the Company shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, in any other Certificate of Designation creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Junior Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Company having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

(C) Except as set forth herein, or as otherwise provided by law, holders of Junior Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

#### **Section 4. Certain Restrictions.**

(A) Whenever quarterly dividends or other dividends or distributions payable on the Junior Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Junior Preferred Stock outstanding shall have been paid in full, the Company shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Junior Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Junior Preferred Stock, except dividends paid ratably on the Junior Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Junior Preferred Stock, provided that the Company may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Company ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Junior Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Junior Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Junior Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Company shall not permit any subsidiary of the Company to purchase or otherwise acquire for consideration any shares of stock of the Company unless the Company could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

**Section 5. Reacquired Shares.** Any shares of Junior Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation, as amended, or

in any other Certificate of Designation creating a series of Preferred Stock or any similar stock or as otherwise required by law.

**Section 6. Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Company, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Junior Preferred Stock unless, prior thereto, the holders of shares of Junior Preferred Stock shall have received \$250 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Junior Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount to be distributed per share to holders of shares of Common Stock, or (2) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Junior Preferred Stock, except distributions made ratably on the Junior Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Company shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event under the proviso in clause (1) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**Section 7. Consolidation, Merger, Etc.** In case the Company shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Junior Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Company shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Junior Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**Section 8. No Redemption.** The shares of Junior Preferred Stock shall not be redeemable.

**Section 9. Rank.** The Junior Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series of any other class of the Company's Preferred Stock.

**Section 10. Amendment.** The Certificate of Incorporation of the Company, as amended, shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Junior Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Junior Preferred Stock, voting together as a single class.



**CERTIFICATE OF AMENDMENT  
OF  
RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMAG PHARMACEUTICALS, INC.**

Pursuant to Section 242  
of the General Corporation Law  
of the State of Delaware

AMAG Pharmaceuticals, Inc. (the "Corporation"), organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"),

**DOES HEREBY CERTIFY:**

1. That the name of the Corporation is AMAG Pharmaceuticals, Inc. and that the Corporation was originally incorporated pursuant to the DGCL on November 9, 1981 under the name BioClinical Group, Inc.
2. That the Corporation filed with the Secretary of State of the State of Delaware its original certificate of incorporation on November 9, 1981 (the "Original Certificate"). The Original Certificate was (a) renewed by that certain Certificate of Renewal on December 13, 1983, (b) amended to change the Corporation's name from "BioClinical Group, Inc." to "Advanced Magnetics, Inc." by that certain Certificate of Amendment on December 13, 1983, (c) amended by that certain Certificate of Amendment on April 28, 1986, (d) amended by that certain Certificate of Amendment on February 12, 1987, (e) amended by that certain Certificate of Ownership and Merger on November 30, 1990, (f) amended by that certain Certificate of Amendment on March 10, 1992, (g) amended by that certain Certificate of Amendment on February 8, 2006, (h) amended to change the Corporation's name from "Advanced Magnetics, Inc." to "AMAG Pharmaceuticals, Inc." by that certain Certificate of Ownership and Merger on July 24, 2007, (i) amended by that certain Certificate of Amendment on May 7, 2008, and (j) supplemented by that certain Certificate of Designation on September 4, 2009 (such certificate of incorporation, as so amended, renewed and supplemented, and as restated on April 12, 2010, the "Current Certificate of Incorporation").
3. That the Board of Directors of the Corporation duly adopted resolutions at a meeting of the Board of Directors in accordance with Section 242 of the General Corporation Law of the State of Delaware proposing an amendment to the Current Certificate of Incorporation, and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolutions setting forth the amendment are as follows:

**RESOLVED:** That the Corporation amend its Current Certificate of Incorporation so that, as amended, paragraph (A) of Article FOURTH thereof shall be replaced in its entirety by the following paragraph:

“(A) This Corporation is authorized to issue two classes of stock to be designated respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation is authorized to issue is 119,500,000 shares, \$.01 par value per share, of which 117,500,000 shares shall be Common Stock and 2,000,000 shares shall be Preferred Stock.”

*[The remainder of this page is intentionally left blank]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 21<sup>st</sup> day of May, 2015.

**AMAG PHARMACEUTICALS, INC.**

By: /s/ Frank E. Thomas

Name: Frank E. Thomas

Title: President and Chief Operating Officer