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RECORDATION COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or cop(ies).

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| Submission Type | | Conveyance Type | |
| <input checked="" type="checkbox"/> New | | <input type="checkbox"/> Assignment | <input type="checkbox"/> License |
| <input type="checkbox"/> Resubmission (Non-Recordation) | | <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Nunc Pro Tunc Assignment |
| Document ID # _____ | | <input type="checkbox"/> Merger | Effective Date 05/09/2001 |
| <input type="checkbox"/> Correction of PTO Error | | <input checked="" type="checkbox"/> Change of Name | Month Day Year 05/09/2001 |
| Reel # _____ Frame# _____ | | <input type="checkbox"/> Other | |
| <input type="checkbox"/> Corrective Document | | <input type="checkbox"/> Other | |
| Reel # _____ Frame# _____ | | | |

Conveying Party Mark if additional names of conveying parties attached

Name Advanced Polymer Systems, Inc. Execution Date 05/09/2001

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of conveying parties attached

Name AP Pharma, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 123 Saginaw Drive

Address (line 2) _____

Address (line 3) Redwood City CA 94063

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

08/14/2001 6TON11 00000078 76208241

01 FC:481
02 FC:482

40.00 DP
75.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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RETAIN THIS NUMBER-CUSTOMER RECEIPT WILL BE MAILED TO YOU.

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| | | | |
|---|--|---|--|
| Domestic Representative Name and Address | | Enter for the first Receiving Party Only | |
| Name | | | |
| Address (line 1) | | | |
| Address (line 2) | | | |
| Address (line 3) | | | |
| Address (line 4) | | | |

| | | | |
|---------------------------------------|--|---|--|
| Correspondent Name and Address | | Area Code and Telephone Number | |
| Name | | 415 772-6881 | |
| Beth M. Goldman, Esq. | | | |
| Address (line 1) | | | |
| 333 Bush Street | | | |
| Address (line 2) | | | |
| San Francisco, CA 94104-2878 | | | |
| Address (line 3) | | | |
| Address (line 4) | | | |
| Pages | | Enter the total number of pages of the attached conveyance document including any attachments | |
| | | # 2 | |

Trademark Application Number(s) or Registration Numbers(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------|-----------|--|------------------------|--|--|
| 76/208241 | 76/208240 | | | | |
| 76/208238 | | | | | |
| 76/208239 | | | | | |

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|-----------------------------|--|-----|
| Number of Properties | Enter the total number of properties involved. | # 4 |
|-----------------------------|--|-----|

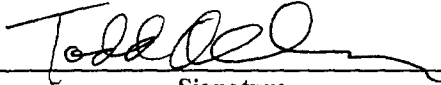
| | | |
|-------------------|---|-----------|
| Fee Amount | Fee Amount for Properties Listed (37 CFR 3.41): | #\$115.00 |
|-------------------|---|-----------|

Method of Payment: Check Enclosed [X] Deposit Account []

Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: # 08-1645

Authorization to charge additional fees: Yes [X] No []

Statement and Signature
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

| | | |
|------------------------|--|-------------|
| Todd E. Adler |  | 8/6/01 |
| Name of Person Signing | Signature | Date Signed |

State of Delaware

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Office of the Secretary of 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 AMENDMENT OF "ADVANCED POLYMER SYSTEMS, INC.", CHANGING ITS NAME FROM "ADVANCED POLYMER SYSTEMS, INC." TO "AP PHARMA, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2116801 8100

AUTHENTICATION: 1125909

010224616

DATE: 05-10-01

TRADEMARK -
REEL: 002403 FRAME: 0256

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ADVANCED POLYMER SYSTEMS, INC.**

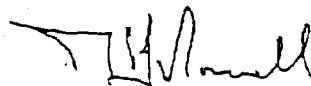
Advanced Polymer Systems, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"I: Name. The name of the corporation is AP Pharma, Inc."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

In witness whereof, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized person this 9th day of May, 2001.



Michael O'Connell, President and Chief
Executive Officer