



Express Mail No.: EL 501 740 285 US

FORM PTO-1594
1-31-92


RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12-13-2001



101914306

To the Honorable Commissioner of Patents and Trademarks. Please record the attached Box Assignment, Washington, DC 20231

<p>1. Name of conveying party(ies): <u>AMERICAN PHARMED LABS, INC.</u></p> <p><input type="checkbox"/> Individual(s) <u>12.06.01</u> <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>EPICEPT CORPORATION</u></p> <p>Internal Address: <u>270 Sylvan Avenue, Englewood Cliffs, NJ 07632</u></p> <p>Street Address: _____</p> <p>City __ State __ ZIP __</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 16, 1997</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>None</u></p> <p>B. Trademark registration No.(s) <u>Reg. No. 1,906,291</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p><u>PENNIE & EDMONDS LLP</u> <u>1155 Avenue of the Americas</u> <u>New York, NY 10036</u></p> <p>Attn.: <u>Ilene B. Tannen, Esq.</u></p> <p>File No.: <u>10071-15-999</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>\$40.00</u></p> <p>Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Ilene B. Tannen</u>  <u>12/6/01</u></p> <p>Name of Person Signing Reg. No. Signature Date</p> <p>Total number of pages comprising cover sheet: <u>4</u></p>	

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

12/12/2001 6TOM11 00000142 161150 1906291
01 FC:481 40.00 CH

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "AMERICAN PHARMED LABS, INC.", CHANGING ITS NAME FROM "AMERICAN PHARMED LABS, INC." TO "EPICEPT CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2328367 8100

991494344

0093231

AUTHENTICATION:

11-19-99

DATE:

TRADEMARK

REEL: 002407 FRAME: 0397

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN PHARMED LABS, INC.**

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

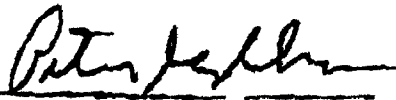
AMERICAN PHARMED LABS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

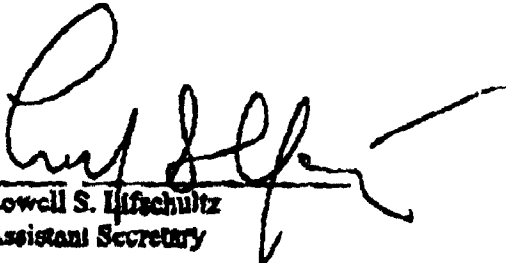
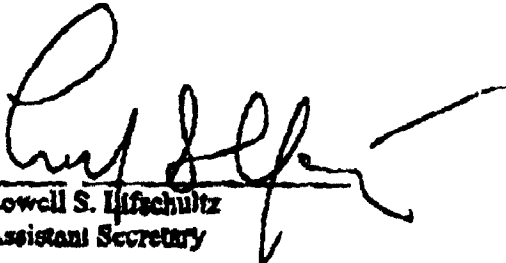
1. The name of the Corporation is "American Pharmed Labs, Inc.," and the name under which the Corporation was originally incorporated was "American Pharma-Liedtke, Inc."
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 9, 1993.
3. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article "FIRST" thereof in its entirety and substituting in lieu thereof the following:

"FIRST: The name of the corporation is EpiCept Corporation (the "Corporation")."
4. In lieu of a meeting and vote of stockholders, the holders of at least a majority of all the issued and outstanding capital stock entitled to vote thereon have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
5. The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, including approval by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and attested by its Assistant Secretary this 18th day of November, 1994.

AMERICAN PHARMED LABS, INC.

By: 
Peter Golikov
President

Attest: 
By: 
Lowell S. Lifschultz
Assistant Secretary

NY:84636.1

2