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U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)



U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Advanced Polymer Systems, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State              Delaware  
 Other: \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **May 9, 2001**

2. Name and address of receiving party(ies)  
 Name: AP Pharma, Inc.  
 Street Address: 123 Saginaw Drive  
 City: Redwood City State: California Zip: 94063

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State              Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 76/089,915  
 B. Trademark Registration No.(s) 1,545,051; 2,434,042; 2,366,673;

Additional number(s) attached  Yes  No

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5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Beth M. Goldman, Esq.  
 Internal Address: Heller, Ehrman, White & McAuliffe  
 Street Address: 333 Bush Street  
 City: San Francisco State: CA Zip: 94104-2878

6. Total number of applications and registrations involved: ..... 4

7. Total fee (37 CFR 3.41).....\$ 115.00  
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Beth M. Goldman  
 Name of Person Signing

Beth M. Goldman  
 Signature

2/1/02  
 Date

Total number of pages including cover sheet, attachments, and document:

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01 FC:481  
02 FC:482

40.00 OP  
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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK  
REEL: 002457 FRAME: 0621

*State of Delaware*  
*Office of the Secretary of State*

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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.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1167299

DATE: 06-04-01

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REEL: 002457 FRAME: 0622

**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