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03-05-2002

Rec'd PCT/PTO 04 DEC 2001

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		U.S. Department of Commerce Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.		102000951	
<b>1. Name of conveying party(ies):</b> CoCensys, Inc.  <i>12/04/01</i> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no		<b>2. Name and address of receiving party(ies):</b> Name: Purdue Phama, Ltd. Internal Address:  Street Address: 213 Technology Drive  City: Irvine State: CA Zip Code: 92618 Country: U.S.A. Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no	
<b>3. Nature of Conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: January 23, 2001			
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is _____ A. Patent Application No(s). B. Patent No(s).			
Additional numbers attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no			
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <b>Sterne, Kessler, Goldstein &amp; Fox P.L.L.C.</b> Internal Address: c/o 1483.0390001/JMC/J-C  Street Address: 1100 New York Ave., N.W. Suite 600 City: Washington State: D.C. Zip Code: 20005-3934		<b>6. Total number of applications and patents involved:</b> _____ <b>7. Total fee (37 C.F.R. § 3.41).....\$ 40.00</b> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account  <b>8. Deposit Account Number:</b> 19-0036 (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE			
<b>9. Statement and signature.</b> <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>  John M. Covert Name of Person Signing Registration No. 38,759  <i>John M. Covert</i> Signature  <i>Dec. 4, 2001</i> Date			
Total number of pages including cover sheet, attachments and document <u>4</u>			
Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231			

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

PAGE 1

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 "COCENSYS, INC.", CHANGING ITS NAME FROM "COCENSYS, INC." TO "PURDUE PHARMA LTD.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Secretary of State

2318043 8100

010026167

AUTHENTICATION: 0920339

DATE: 01-17-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 01/17/2001  
010026167 - 2318043

**CERTIFICATE OF AMENDMENT  
OF COCENSYS, INC.**

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

CoCensys, Inc., a corporation organized and existing  
under the General Corporation Law of the State of Delaware (the  
"Corporation"), does hereby certify as follows:

FIRST: Resolutions setting forth a proposed  
amendment to the Certificate of Incorporation of the  
Corporation, declaring said amendment to be advisable and  
directing that said amendment be considered by the stockholders  
of the Corporation entitled to vote thereon were duly adopted  
by the Unanimous Written Consent of the Board of Directors of  
the Corporation dated as of December 7, 2000.

SECOND: Thereafter, said amendment was approved in  
accordance with Section 228 of the General Corporation Law of  
the State of Delaware by written consent dated as of  
December 7, 2000 of the sole stockholder of the Corporation  
entitled to vote thereon.

THIRD: Said amendment would amend the Certificate of  
Incorporation of the Corporation by deleting Article FIRST and  
substituting in lieu thereof the following new Article FIRST:

AUG-31-2001 14:16

LESLIE J. SCHREYER

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JAN-17-2001 13:57

LESLIE J. SCHREYER

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"FIRST: The name of the Corporation is Purdue Pharma Ltd. (the 'Corporation')."

FOURTH: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Vice President and attested by its Assistant Secretary as of this 15th day of January, 2001.

COCENSYS, INC.

By Howard R. Udell  
Howard R. Udell  
Vice President

Attest:

By Stuart D. Baker  
Stuart D. Baker  
Assistant Secretary