

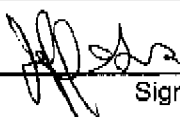
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RECORDATION FORM COVER SHEET

PATENTS ONLY

To the Director of the U.S. Patents and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies) SinusPharma, Inc.</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>Naryx Pharma, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>5464 Carpinteria Avenue</u></p> <p>City: <u>Carpinteria</u></p> <p>State: <u>California</u></p> <p>Country <u>USA</u> Zip <u>93013</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance/Execution Date(s): Execution Date(s) <u>March 17, 2005</u></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"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License Other _____</p>			
<p>4. Application number(s) or patent number(s): <input type="checkbox"/> This document is being filed together with a new application.</p> <p>A. Patent Application No.(s) <u>10/231,804</u></p> <p>B. Patent No.(s): _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>			
<p>5. Name and address to whom correspondence concerning document should be mailed: Name: <u>Jeffrey W. Guise</u></p> <p>Internal Address: <u>Wilson Sonsini Goodrich & Rosati</u></p> <p>Street Address: <u>650 Page Mill Road</u></p> <p>City: <u>Palo Alto</u></p> <p>State: <u>CA</u> Zip: <u>94304-1050</u></p> <p>Phone Number: <u>(650) 493-9300</u></p> <p>Fax Number: <u>(650) 493-6811</u></p> <p>Email Address: <u>@wsqr.com</u></p>		<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 1.21(h) & 3.41) <u>\$40.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)</p> <p>8. Payment Information Attorney Docket Number <u>28450-702.301</u> Deposit account number: <u>23-2415</u> Authorized User Name <u>Wilson Sonsini Goodrich & Rosati</u></p>	
<p>9. Signature.</p> <p> _____ Signature</p> <p>September 21, 2005 Date</p> <p>Jeffrey W. Guise, Reg. No. 34,613 Name of Person Signing</p>		<p>Total number of pages including cover sheet, attachments, and documents: 4</p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

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State of California Secretary of State



I, Cathy Mitchell, Acting Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 17 2005



Cathy Mitchell

CATHY MITCHELL
Acting Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAR 16 2005

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SINUSPHARMA, INC.**

The undersigned, Robin Campbell and James D. Munk, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of SinusPharma, Inc., a California corporation.

2. Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is Naryx Pharma, Inc."

3. The foregoing Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the board of directors of this corporation.

4. The foregoing Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing Amendment was 16,341,811 shares of Common Stock, 254,000 shares of Series A Preferred Stock and 3,385,500 shares of Series B Preferred Stock, of the corporation. The number of shares voting in favor of the Certificate of Amendment to the Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock and Preferred Stock voting together as a single class.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct to their knowledge.

Dated: Feb 8, 2005

Robin Campbell, President

James D. Munk, Secretary



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