

OCT. 28. 1999 2:09PM

ERNST&YOUNG AUDIT 650 496 4669

NO. 6662 P. 12/12

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-01/27/00--01096--006
*****78.75 *****78.75

SUBJECT: Durect Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Surabhi Desai
(Name of Person)
Durect Corporation
(Firm/Company)
10240 Bubb Road
(Address)
Cupertino, CA 95014
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Surabhi Desai at (408) 777-1417 ext. 1066
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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NO. 6662 P. 11/12

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Direct Corporation

(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 94-3297098

(FEI number, if applicable)

4. 2/6/98

(Date of incorporation)

5. _____

(Duration: Year corp. will cease to exist or "perpetual")

6. 10/4/99

(Date first transacted business in Florida.) (SEE SECTIONS 807.1501, 807.1502 and 817.155, F.S.)

7. 10240 Burb Road

Cupertino, CA 95014

(Current mailing address)

8. Sales

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: MIKE ROONEY

Office Address: 4401 FAULBROOK BLVD

PALM HARBOR

Florida. 34685

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

1-24-00

Michael P. Rooney
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY -- P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Felix TheeuwesAddress: 27350 Altamont Rd.Los Altos Hills, CA 94022Director Vice Chairman: James Butler (Alza Corporation)Address: 1550 Plymouth StreetMountain View, CA 94039Director: Douglas Lee (Premier Medical Partner Fund)Address: 1225 El Camino RealSan Diego, CA 92130Director: Matt McPherron (Brookside Capital Partners, Inc.)Address: Two Copley PlaceBoston, MA 02116**B. OFFICERS (Street address only - P.O. Box NOT acceptable)** see attached additional directors.President: James BrownAddress: 126 Blueberry HillLos Gatos, CA 94032CFO Vice-President: TOM SCHRECK SCHRECKAddress: 140 WILLOW BROOK DR. PORTOLA VALLECA 94028Secretary: Mark B. WeeksAddress: Venture Law Group2725 sand hill Road, Menlo Park, CA 94025CSO Treasurer: FELIX THEEUWESAddress: 27350 ALTAMOUNT RDLOS ALTOS HILLS CA 94022**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. TA [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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~~CONFIDENTIAL~~
DURECT Board of Directors

James Butler

Sr. Vice President, Sales & Marketing
ALZA Corporation
1550 Plymouth Street
Mountain View, CA 94039-7210
Tel: 650/962-4001
Fax: 650/962-2262 (office)
Hm: 650/233-1151
jim.butler@alza.com
Assistant: Shirley Ross (650/962-4223)

Douglas Lee

Partner
Premier Medical Partner Fund
1225 El Camino Real
San Diego, CA 92130
Tel: 619/509-6404
Fax: 619/794-8725
Pgr: 888/402-6638
doug_lee@premierinc.com
Assistant: Alena Lintag (619/509-6413)

Matt McPherron

Partner
Brookside Capital Partners, Inc.
Two Copley Place
Boston, MA 02116
Tel: 617/572-3988
Fax: 617/572-3274
Cell: 617/721-4316
mmpherron@baincap.com
Assistant: Lindsay Hollinger

~~Ms. Kathy Starrs~~

J.P. Morgan Investment
522 Fifth Avenue
New York, NY 10036
Tel: 212/837-2047
Fax: 212/837-2651
Hm: 914/967-8480
Cell: 914/954-1477
starrs_kathy@jpmorgan.com
Assistant: Gloria (212/837-1960)

Mark B. Weeks (Secretary)

Director
Venture Law Group
2725 Sand Hill Road
Menlo Park, CA 94025
Tel: 650/233-8352
Fax: 650/233-8386
Hm: 650/254-1460
mweeks@venlaw.com
Assistant: Raquel Vazquez (650/233-8343)

Albert Zesiger

Principal
Zesiger Capital Group L.L.C.
320 Park Avenue
New York, NY 10022-4661
Tel: 212/508-6333
Fax: 212/508-6339
Hm: 212/517-4658
Assistant: Jay Marsh (212/508-6331)

TOM SCHRECK

\$

JAMES BROWN, CEO

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DURECT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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JAN 27 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0209519

DATE: 01-20-00