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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

FOREIGN PROFIT/NONPROFIT CORPORATION
AcelRx Pharmaceuticals, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
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1/4

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AcelRx Pharmaceuticals, Inc.
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," or "Certificate of Good Standing" 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:

David Chung
Name of Person

AcelRx Pharmaceuticals, Inc.
Firm/Company

351 Galveston Drive
Address

Redwood City, CA 94063
City/State and Zip code

dchung@acelrx.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard King at (650) 216-3501
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AcelRx Pharmaceuticals, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

AcelRx Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware, United States
(State or country under the law of which it is incorporated)

3. 41-2193603
(FEI number, if applicable)

4. 07/13/2005
(Date of incorporation)

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

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 351 Galveston Drive, Redwood City, CA 94063
(Principal office address)

351 Galveston Drive, Redwood City, CA 94063
(Current mailing address)

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8. Biotech research & development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: C T Corporation

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (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.

Renee Cruz   Renee Cruz, Asst. Secretary
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached addendum for listings of directors/officers.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Please see attached addendum for listings of directors/officers.

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. RICHARD KING, PRESIDENT & CEO

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

AcelRx
Pharmaceuticals, Inc.

Directors

Adrian Adams, Chairman of the Board
Address: 640 Lee Road, Wayne, PA 19087

Richard King, President & CEO
Address: 351 Galveston Drive, Redwood City, CA 94063

Mark G. Edwards, Outside Director
Address: 1350 Treat Blvd. (Suite 170), Walnut Creek, CA 94597

Stephen J. Hoffman, Partner
Address: 303 Wyman Street (Suite 300), Waltham, MA 02451-1208

Guy Nohra, Managing Director
Address: One Embarcadero Center (37th Floor), San Francisco, CA 94111

Pamela P. Palmer, Chief Medical Officer & Co-Founder
Address: 351 Galveston Drive, Redwood City, CA 94063

Howard B. Rosen, Outside Director
Address: 127 Highland Terrace, Woodside, CA 94062

Mark Wan, Partner
Address: 3200 Alpine Road, Portola Valley, CA 94028

Officers

Richard King, President & CEO
Address: 351 Galveston Drive, Redwood City, CA 94063

James Welch, Chief Financial Officer
Address: 351 Galveston Drive, Redwood City, CA 94063

Pamela P. Palmer, Chief Medical Officer
Address: 351 Galveston Drive, Redwood City, CA 94063

Lawrence Hamel, Chief Development Officer
Address: 351 Galveston Drive, Redwood City, CA 94063

Badri Dasu, Chief Engineering Officer
Address: 351 Galveston Drive, Redwood City, CA 94063

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ACELRX PHARMACEUTICALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF JULY, A.D. 2005, AT 3:01 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SURX, INC." TO "ACELRX PHARMACEUTICALS, INC.", FILED THE SIXTH DAY OF JANUARY, A.D. 2006, AT 7:23 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF AUGUST, A.D. 2006, AT 12:59 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF AUGUST, A.D. 2006, AT 12:04 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF FEBRUARY, A.D. 2008, AT 8:41 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2009, AT 2:36 O'CLOCK P.M.

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You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0586747

DATE: 07-15-13

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Delaware

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CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF JUNE, A.D. 2010, AT 6:55 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2011, AT 1:04 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SIXTEENTH DAY OF FEBRUARY, A.D. 2011, AT 8:21 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ACELRX PHARMACEUTICALS, INC.".

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

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

3998627 8310

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You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0586747

DATE: 07-15-13