

PA 1000017505

RECEIVED
02 DEC 23 PM 3:42
DIVISION OF CORPORATIONS

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

12-19-02

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000240570 0))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

02 DEC 19 AM 8:48
REGISTRY UNIT
FILED

MERGER OR SHARE EXCHANGE

ANDRX LABS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$96.25

90.00

JP 12-24-02

12/23/2002

15:34

CORPDIRECT → 2050380

NO. 676 702

Department of State 12/23/2002 12:12 PAGE 1/1 RightFAK



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 23, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: ANDRX LABS, INC.
REF: P97000017505

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
12-19-02

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Plan of Merger must list the manager or managing members name and addresses.

Please return your document, along with a copy of this letter, within 50 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumblay
Document Specialist

FAX Aud. #: H02000239525
Letter Number: 902A00067071

RECEIVED
CORPORATE & CRIMINAL RESEARCH SERVICES
DECEMBER 19 AM 8:49
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANDRX LABS, INC., A FLORIDA ENTITY, P97000017505

INTO

ANDRX LABX, LLC, A NON-QUALIFIED DELAWARE ENTITY.
qualified in Florida

entity not

File date: December 19, 2002

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
FILED
02 Dec 19 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02000239525

ARTICLES OF MERGER
OF
ANDRX LABS, INC.
INTO
ANDRX LABS, LLC

PA 1000017505

Pursuant to the provisions of 607.1101 and 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Act"), ANDRX LABS, INC., a Florida corporation (the "Company"), and ANDRX LABS, LLC, a Delaware limited liability company (the "LLC") adopt the following Articles of Merger for the purpose of merging the Company with and into the LLC.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

SECOND: The Plan of Merger was approved by the board of directors and the shareholders of the Company in accordance with the applicable provisions of Section 607.1109 of the Act.

THIRD: The Plan of Merger was approved by the LLC in accordance with the applicable laws of the state of Delaware.

FOURTH: The effective date of the merger shall be the date on which these Articles of Merger are filed.

FIFTH: The LLC does not have a principal office in the State in which it was formed, organized, or incorporated.

SIXTH: The LLC appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

SEVENTH: The LLC agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Act.

02 DEC 19 AM 8:48
FILED
AND
SECRETARY OF STATE

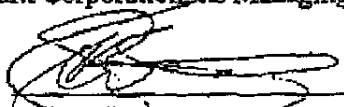
H02000239525

H02000239525

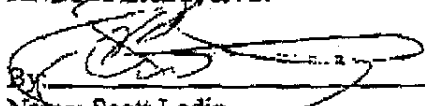
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 18 day of December, 2002.

ANDRX LABS, LLC

By: Andrx Corporation, its Managing Member

By: 
Name: Scott Lodin
Title: Executive Vice President

ANDRX LABS, INC.

By: 
Name: Scott Lodin
Title: Vice President

AND
FILED
02 DEC 19 AM 8:48
SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

H02000239525

H02000239525

Exhibit A

Agreement and Plan of Merger

And
02 DEC 19 AM 8:49
SECRETARY OF STATE
ADJUTANT GENERAL

H02000239525

H02000239525

**AGREEMENT AND PLAN OF MERGER
OF
ANDRX LABS, INC.
(a Florida corporation)
INTO
ANDRX LABS, LLC
(a Delaware limited liability company)**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of this 18 day of December, 2002, between **ANDRX LABS, INC.**, a Florida corporation (the "Company"), and **ANDRX LABS, LLC**, a Delaware limited liability company ("LLC", and together with the Company, the "Constituent Entities"):

WHEREAS, the Company has an aggregate authorized capital of 25,000,000 shares of common voting stock, \$0.001 par value (the "Company's Common Stock") and 1,000,000 shares of preferred stock, \$0.001 par value (the "Company's Preferred Stock").

WHEREAS, the Board of Directors and stockholders of the Company and the members of LLC deem it advisable and in the best interests of their respective entities that the Company merge with and into LLC under and pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") (hereinafter referred to as the "Merger").

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree as follows:

1. **Merger.** Upon the terms and subject to the conditions hereof, at the Effective Time (as hereinafter defined) the Company shall be merged with and into LLC, and the separate existence of the Company shall thereupon cease, and LLC shall continue as the surviving entity in the Merger under the laws of the State of Delaware under the name **ANDRX LABS, LLC**. For purposes of this Agreement, LLC shall be referred to, for the period commencing on the Effective Time, as the "Surviving Entity".

2. **Effective Time of the Merger.** The Constituent Entities Merger shall cause (a) a certificate of merger (the "Delaware Certificate of Merger") to be filed with the office of the Secretary of State of Delaware in accordance with the provisions of the Delaware Act; and (b) Articles of Merger (the "Articles of Merger") to be filed with the office of the Secretary of State of Florida in accordance with the provisions of the Florida Act. When used herein, the term "Effective Time" shall mean the time when the Certificate of Merger has been accepted for filing by the Secretary of State of Delaware and the Articles of Merger have been accepted for filing by the Secretary of State of Florida, or such time as otherwise specified therein.

3. **Effect of the Merger.** The Merger shall, from and after the Effective Time, have all the effects provided by the Delaware Act. If at any time after the Effective Time, any further action is deemed necessary or desirable to carry out the purposes of this Agreement, the parties

02 DEC 19 24 08:48
 FILED
 AND

H02000239525

H02000239525

hereto agree that the Surviving Entity and its proper managers, members and officers shall be authorized to take, and shall take, any and all such action.

4. **Capital Stack.** As of the Effective Time, by virtue of the Merger and without any action on the part of any member of LLC or stockholder of the Company:

(a) All shares of the Company's Common Stock owned by the Company shall, by virtue of the Merger and without any action on the part of any shareholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Each issued and outstanding share of the Company's Common Stock shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(c) All shares of the Company's Preferred Stock owned by the Company shall, by virtue of the Merger and without any action on the part of any shareholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(d) Each issued and outstanding share of the Company's Preferred Stock shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(e) Each issued and outstanding membership interest of the LLC shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of the Company or any manager, member or officer of LLC, remain outstanding as one fully paid and nonassessable membership interest of the Surviving Entity.

5. **No Further Rights.** From and after the Effective Time, the Company stockholders holding the Company's Common Stock or the Company's Preferred Stock shall cease to have any rights as Company stockholders, except as provided herein or by law.

6. **Miscellaneous; Governing Law.** This Agreement: (a) shall be binding on, inure to the benefit of and be enforceable by the parties and their respective heirs, successors and valid assigns; (b) may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument; (c) constitutes the entire agreement between the parties with respect to the subject matter hereof, and contains all the terms and conditions agreed upon by the parties hereto with respect to the transactions contemplated hereby, (d) may not be assigned without the prior written consent of the other parties, and (e) shall

02 DEC 19 AM 8:48
AND
FILE

H02000239525

H02000239525

not be amended or modified except by written instrument signed by all of the parties. In the event any provision of this Agreement is held void or unenforceable, the entire balance of this Agreement shall remain in full force and effect. The section and subsection headings contained in this Agreement are for reference purposes only, and shall not affect in any way the meaning or interpretation of this Agreement. This Agreement shall be governed in all respects by the laws of the State of Delaware.

7. **Management.** The LLC is not managed by one or more managers. The sole member is Andrx Corporation, a Delaware corporation at 4955 Orange Drive, Davie, Florida 33314.

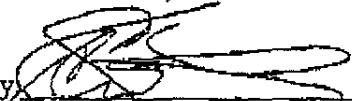
APRO
FILED
02 DEC 19 AM 8:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

H02000239525

H02000239525

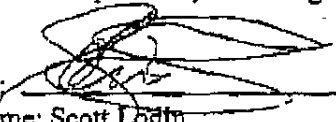
IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by the Constituent Entities on the date first above written.

ANDRX LABS, INC.

By: 
Scott Lodin, Executive Vice President

ANDRX LABS, LLC

By: Andrx Corporation, its Managing Member

By: 
Name: Scott Lodin
Title: Executive Vice President

RECEIVED
AND
FILED
02 DEC 19 AM 8:48
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

H02000239525