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ACCOUNT NO. : 072100000032

REFERENCE : 249619 128640A

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : February 5, 1997

ORDER TIME : 12:13 PM

ORDER NO. : 249619-005

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CUSTOMER NO: 128640A

CUSTOMER: Ms. Allison A. Lichter  
ANDRX CORPORATION

Suite 201  
4001 S.W. 47th Avenue  
Ft. Lauderdale, FL 33314

DOMESTIC FILING

NAME: CYBEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
97 FEB -5 PM 4:35  
RECEIVED  
97 FEB -5 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*KR*  
2.5-97

ARTICLES OF INCORPORATION  
OF  
CYBEAR, INC.

FILED  
97 FEB -5 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the Corporation is **CyBear, Inc.** (hereinafter called the "Corporation").

ARTICLE II-MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 4001 Southwest 47th Avenue, Suite 201, Ft. Lauderdale, Florida 33314.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 25,000,000 shares of Common Stock, par value \$.001 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the registered office of the Corporation is 4001 Southwest 47th Avenue, Suite 201, Ft. Lauderdale, Florida 33314. The name of the registered agent of the Corporation at that address is Scott Lodin.

ARTICLE V - BOARD OF DIRECTORS

A. Number and Term of Directors. The Corporation's Board shall consist of not less than one nor more than nine members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall be elected for one year terms expiring at the next annual meeting of shareholders, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office.

B. Vacancies. Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article hereof, only the remaining directors of the Corporation shall have the authority, in accordance with the procedures stated herein, to fill any vacancy that arises on the Board.

#### ARTICLE VI - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### ARTICLE VII - SPECIAL MEETINGS OF SHAREHOLDERS

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by (i) the Board pursuant to a resolution approved by a majority of the entire Board, (ii) the Corporation's Chief Executive Officer or (iii) the holders of at least ten percent of the outstanding shares of capital stock of the Corporation.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as not or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation (the "Bylaws") or any part thereof. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

#### ARTICLE X - AMENDMENT

Except as provided herein, these Articles of Incorporation may only be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

**ARTICLE XI - INCORPORATOR**

The name and address of the person signing these Articles is:

Scott Lodin  
4001 S.W. 47 Ave., Suite 201  
Ft. Lauderdale, Florida 33314

IN WITNESS WHEREOF, I have hereunto signed my name as Incorporator of the Corporation on this 4th day of February 1997.

  
\_\_\_\_\_  
Scott Lodin

STATE OF FLORIDA     )  
                              )SS  
COUNTY OF BROWARD    )

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, Scott Lodin, to me well known or who has produced his driver's license, as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, who did take an oath and he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of February, 1997.

  
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art

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Scott Lodin, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and he is familiar with and accepts the obligation of his position as registered agent.

Dated: February 4, 1997

  
\_\_\_\_\_  
Scott Lodin, Registered Agent

**FILED**  
**97 FEB -5 PM 4 35**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**