

530788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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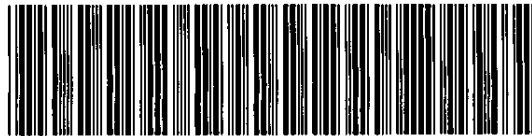
(Business Entity Name)

(Document Number)

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merger

05/27/08--01002--009 **70.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

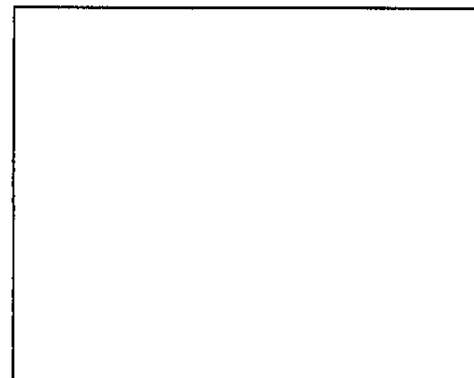
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ENTITY NAME:

ARCHIMICA PUERTO RICO, INC.
Merging into: TAPI PUERTO RICO, INC.

CK# 3320

AMOUNT \$70.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials



Administrative Offices:

TEVA NORTH AMERICA
1090 Horsham Road, PO Box 1090
North Wales, PA 19454-1090

Corresponding Address:

TEVA PHARMACEUTICALS USA
425 Privet Road, PO Box 1005
Horsham, PA 19044-8005

Phone: (215) 591-3000
FAX: (215) 591-8600

Kelly M. O'Donoghue
Paralegal, Legal Affairs
Direct Dial: (215) 293-6526
Direct Fax: (215) 293-6499
Kelly.odonoghue@tevausa.com

May 22, 2008

VIA FEDERAL EXPRESS

Lydia Lott
Corporate Creations
1211 Circle Drive
Tallahassee, FL 32301

Re: Archimica Puerto Rico, Inc. merger into TAPI Puerto Rico, Inc.

Dear Lydia:

Enclosed please find Articles of Merger for Archimica Puerto Rico, Inc., merging into TAPI Puerto Rico, Inc., for filing with the Florida Department of State.

If you have any questions, do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink that reads "Kelly O'Donoghue". The signature is written in a cursive, flowing style.

Kelly M. O'Donoghue
Paralegal

/kod
Enc.

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TAPI Puerto Rico, Inc.	Puerto Rico	95,511

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Archimica Puerto Rico, Inc.	Florida	530788
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4/9/2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/9/2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

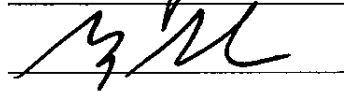
Typed or Printed Name of Individual & Title

TAPI Puerto Rico, Inc.



Richard Egosi, Sr. V.P.

Archimica Puerto Rico, Inc.



George Svokos, Executive V.P.

AGREEMENT OF MERGER

This AGREEMENT OF MERGER (the "Agreement") entered into as of the 9th day of April, 2008, by and between ARCHIMICA Puerto Rico, Inc., a corporation organized and existing under the laws of the State of Florida (herein referred to as "Archimica"), and TAPI Puerto Rico, Inc., a corporation organized and existing under the laws of the Commonwealth of Puerto Rico (herein referred to as "TAPI").

WHEREAS, Archimica is duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on April 4th, 1977. The authorized capital stock of Archimica consists of 2,000 Class A shares of common stock, of which 1,000 shares are issued and outstanding, and 10,000 Class B shares of common stock, all of which are held in Treasury.

WHEREAS, TAPI is duly organized, validly existing and in good standing under the laws of the Commonwealth of Puerto Rico, having been incorporated on October 15th, 1996 under Registration No. 95,511. The authorized capital stock of TAPI consists of 2,200,000 shares of common stock, 0.02 US dollars par value, of which 2,035,680 shares are issued and outstanding.

WHEREAS, IVAX Corporation, a corporation organized and existing under the laws of the State of Florida (herein referred to as "IVAX"), is the sole shareholder of Archimica and TAPI.

WHEREAS, (i) the board of directors of each of Archimica and TAPI, and (ii) IVAX, as the sole shareholder of Archimica and TAPI, have deemed it advisable and in the best interest and welfare of Archimica and TAPI, that Archimica be merged with and into TAPI, with TAPI as the surviving corporation of such merger, under and pursuant to the provisions of Article

10.02 of the General Corporations Law for the Commonwealth of Puerto Rico, as amended, and Section 607.1107 of the Florida Business Corporation Act (the "Merger"), and each of Archimica and TAPI desires that they shall so merge under and pursuant to said provisions of said law and in exercise of the powers conferred upon them by their respective articles of incorporation, as amended.

NOW, THEREFORE, in consideration of the foregoing premises and mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger and such other terms and conditions as the parties hereto deem necessary, the parties hereto agree as follows effective as of the date hereof:

1. Archimica and TAPI shall be, and are hereby, merged with and into TAPI, with TAPI as the surviving corporation in such Merger, whereupon Archimica shall cease to exist separately and shall be merged with and into TAPI, and TAPI, as the surviving corporation, shall, without the necessity for the execution of any deed or any other instrument of transfer, succeed to and possess all the rights, privileges, powers and franchises of Archimica, whether of a public or a private nature; all the restrictions, liabilities and duties of Archimica; all property, personal and real, tangible and intangible of Archimica; all debts due to Archimica, on whatever account; any stock subscriptions of Archimica; any other things in action or belonging to Archimica; and any and all other interest of Archimica shall be thereafter as effectually the property of TAPI, as they were of Archimica and the title to any real property vested by deed or otherwise under the laws of the Commonwealth of Puerto Rico in Archimica, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Archimica, or TAPI shall be preserved unimpaired as rights and/or liens (as applicable) upon the property of TAPI, and all debts, liabilities and duties of Archimica, shall henceforth attach to TAPI, and may

be enforced against TAPI to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

2. The corporate existence of TAPI, with its purposes, powers and objects, shall continue unaffected and unimpaired as the surviving corporation in the Merger. The articles of incorporation and the by-laws of TAPI, each as amended, shall remain in full force and effect as the articles of incorporation and by-laws of the surviving corporation in the Merger. The directors and officers of TAPI shall be and remain after the consummation of the Merger as the directors and officers of the surviving corporation in the Merger.

3. Each share of common stock of Archimica issued and outstanding as of the date hereof, all of which are held and owned by IVAX shall be cancelled, and each share of common stock of TAPI issued and outstanding, all of which are held and owned by IVAX, as of the date hereof shall remain issued and outstanding.

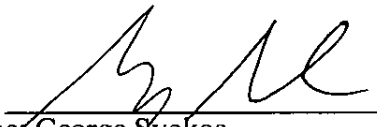
4. All corporate plans, acts, policies, approvals and authorizations of Archimica and TAPI, which were valid and effective immediately prior to the date hereof, shall henceforth be taken as the plans, acts, policies, approvals and authorizations of TAPI, and shall be as effective and binding upon TAPI as the same were with respect to Archimica and TAPI (as applicable) prior to the date hereof.

5. This Agreement shall be effective as of the date hereof, subject to it being authorized, approved, consented to, executed and acknowledged in accordance with the provisions of Article 10.02 of the General Corporations Law of the Commonwealth of Puerto Rico, as amended, and Section 607.1107 of the Florida Business Corporation Act, and such certificates and verifications as are required by said provisions of said law being filed in the Office of the Secretary of State of the Commonwealth of Puerto Rico and the Department of

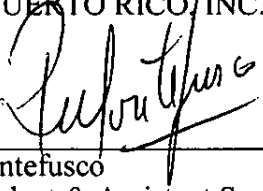
State of the State of Florida, and recorded in accordance with the laws of the Commonwealth of Puerto Rico and the State of Florida.

IN WITNESS WHEREOF, this Agreement has been executed by Archimica and TAPI, with the approval (i) of the boards of directors of each of Archimica and TAPI, and (ii) IVAX as the sole shareholder of Archimica and TAPI, as evidenced by the signature of the president and secretary of each of Archimica and TAPI, under the respective corporate seals of such corporations, and as certified by the secretary of Archimica and the secretary of TAPI, executed by such corporate officers as of the date hereof, which are attached hereto and made a part hereof as Exhibit A and Exhibit B.

ARCHIMICA PUERTO RICO, INC.

By: 
 Name: George Svokos
 Title: Executive Vice President

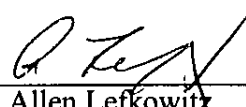
ARCHIMICA PUERTO RICO, INC.

By: 
 Name: Raul Montefusco
 Title: Vice President & Assistant Secretary

TAPI PUERTO RICO, INC.

By: _____
 Name: Richard Egosi
 Title: Senior Vice President & Secretary

TAPI PUERTO RICO, INC.

By: 
 Name: Allen Lefkowitz
 Title: Vice President & Treasurer

LEGAL
 J.R.
 SEALS

State of the State of Florida, and recorded in accordance with the laws of the Commonwealth of Puerto Rico and the State of Florida.

IN WITNESS WHEREOF, this Agreement has been executed by Archimica and TAPI, with the approval (i) of the boards of directors of each of Archimica and TAPI, and (ii) IVAX as the sole shareholder of Archimica and TAPI, as evidenced by the signature of the president and secretary of each of Archimica and TAPI, under the respective corporate seals of such corporations, and as certified by the secretary of Archimica and the secretary of TAPI, executed by such corporate officers as of the date hereof, which are attached hereto and made a part hereof as Exhibit A and Exhibit B.

ARCHIMICA PUERTO RICO, INC.

By: _____
 Name: George Svokos
 Title: Executive Vice President

ARCHIMICA PUERTO RICO, INC.

By: _____
 Name: Raul Montefusco
 Title: Vice President & Assistant Secretary

TAPI PUERTO RICO, INC.

By: MSL/gsi
 Name: Richard Egosi
 Title: Senior Vice President & Secretary

TAPI PUERTO RICO, INC.

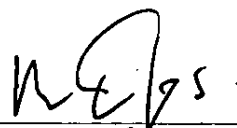
By: A. Lefkowitz
 Name: Allen Lefkowitz
 Title: Vice President & Treasurer

LEGAL AFFAIRS
 J. R.

EXHIBIT A**SECRETARY'S CERTIFICATE**

I, Richard Egosi, Secretary of Archimica Puerto Rico, Inc. ("Archimica"), a corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement of Merger to which this Secretary's Certificate is attached has been duly adopted and executed by all the members of the Board of Directors of Archimica, and that said Agreement of Merger has been submitted to the sole shareholder of Archimica and said shareholder has adopted said Agreement of Merger, in accordance with the provisions of the General Corporation Law of the Commonwealth of Puerto Rico.

(Corporate seal)

By: 

Name: Richard Egosi

Title: Secretary

EXHIBIT B**SECRETARY'S CERTIFICATE**

I, Richard Egosi, Secretary of TAPI Puerto Rico, Inc. ("TAPI"), a corporation organized and existing under the laws of the Commonwealth of Puerto Rico, hereby certify that the Agreement of Merger to which this Secretary's Certificate is attached has been duly adopted and executed by all the members of the Board of Directors of TAPI, and that said Agreement of Merger has been submitted to the sole shareholder of TAPI and said sole shareholder has adopted and approved said Agreement of Merger, in accordance with the provisions of the General Corporation Law of the Commonwealth of Puerto Rico.

(Corporate seal)

By: 

Name: Richard Egosi

Title: Secretary