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NOVEN

PHARMACEUTICALS, INC.
11960 Southwest 144th Street
Miami, Florida 33186-6109
Telephone: (305) 253-5099

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DIVISION OF CORPORATIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D:SS.

S. PAYNE AUG 31 2000

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Menorest Manufacturing, Inc.

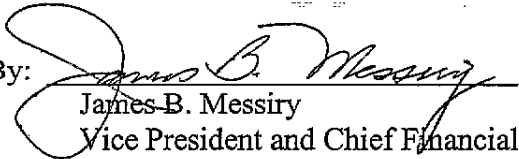
SECOND: Dissolution was approved by the shareholders on August 28, 2000 pursuant to a written consent executed in accordance with Section 607.0704, Florida Statutes. The number of votes cast for dissolution was sufficient for approval.

Signed this 28th day of August, 2000.

MENOREST MANUFACTURING, INC.

By: Noven Pharmaceuticals, Inc., its sole
shareholder

By:


James B. Messiry

Vice President and Chief Financial
Officer

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MENOREST MANUFACTURING, INC.

**WRITTEN CONSENT TO ACTION
AUGUST 28, 2000**

(Dissolution)

Pursuant to Section 607.0704, Florida Statutes, the undersigned, being the sole shareholder of Menorest Manufacturing, Inc. (the "Corporation"), consents to the following resolutions in lieu of holding a meeting:

RESOLVED, that the Corporation be dissolved in accordance with the provisions of Section 607.1403, Florida Statutes.

RESOLVED, that the proper officers of the Corporation are authorized, in the name and on behalf of the Corporation, to execute and deliver, or cause to be made, executed and delivered, all such agreements, instruments, certificates and other documents as they or any of them may deem necessary or appropriate in connection with the foregoing resolutions;

RESOLVED, that the proper officers of the Corporation are authorized, in the name and on behalf of the Corporation, to perform such acts as each officer may deem necessary or appropriate in order to effectuate the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this written consent to action as of August 28, 2000.

Noven Pharmaceuticals, Inc.

By: 

James B. Messiry
Vice President and Chief Financial
Officer