

2000000014848
Andrx
CORPORATION

November 27, 2000

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****155.00 ****155.00

Gentlemen:

Enclosed you will find an original and one copy of Articles of Organization for filing on behalf of Aspire Pharmaceuticals Equipment #1, LLC. In addition, I have enclosed a check in the amount of \$155.00 to cover the applicable filing fees, as well as a certified copy of the filing.

Please return the certified copy to the undersigned in the enclosed, pre-paid FedEx envelope. If you have any question or require anything further, do not hesitate to contact the undersigned.

Sincerely,



Allison A. Lichter
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
12/1



**ARTICLES OF ORGANIZATION
OF
ASPIRE PHARMACEUTICALS EQUIPMENT #1, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Aspire Pharmaceuticals Equipment #1, LLC (the "Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 4001 SW 47th Avenue, Ft. Lauderdale, Florida 33314.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Aspire Pharmaceuticals, Inc., a Florida corporation, 4001 SW 47th Avenue, Ft. Lauderdale, Florida 33314.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

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ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of all the remaining members.

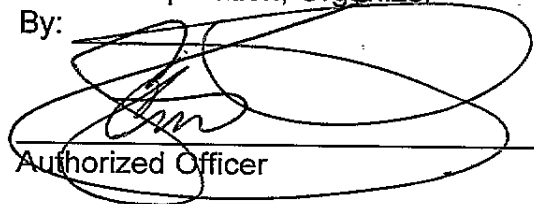
ARTICLE IX – MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the only member of the Company is Aspire Pharmaceuticals, Inc., a Florida corporation, 4001 SW 47th Avenue, Ft. Lauderdale, Florida 33314.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Broward County, Florida, on this 22nd day of November 2000.

ASPIRE PHARMACEUTICALS, INC., a
Florida corporation, Organizer

By:


Authorized Officer

Scott Lodin, Vice President/General Counsel
Print Name of Officer

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22nd day of November 2000, by Scott Lodin, who is personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of November 2000.



Notary Public – State of Florida



Allison A. Lichter
Commission # CC 920293
Expires March 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Print, Type or Stamp Commissioned Name of
Notary Public

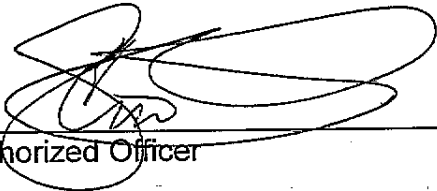
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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

:
Dated: November 22, 2000

Aspire Pharmaceuticals, Inc., a Florida corporation
By:



Authorized Officer

Scott Lodin, Vice President/General Counsel
Print Name of Officer

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