

L06000/22193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600082472506

12/27/06--01020--006 **180.00

RECEIVED

06 DEC 27 AM 10:16

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

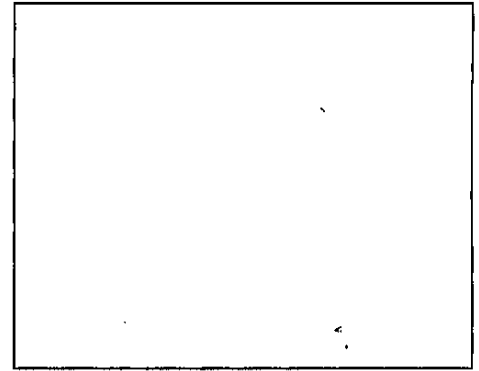
06 DEC 27 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/1/07

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

1. IVAX RESEARCH, INC.
Converting to: IVAX RESEARCH, LLC

EFFECTIVE DATE

1/1/07

FILED
06 DEC 27 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CK# 2335

AMOUNT \$180.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

EFFECTIVE DATE
1/1/07

FILED
06 DEC 27 PM 12:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
IVAX Research, Inc.

P04000054585

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 30, 2004.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

IVAX Research, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 2007.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 21st day of December 20 06.

Signature of Authorized Person: 

Printed Name: Rivka Kreitman Title: Sr. Vice President

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

PLAN OF CONVERSION

THIS PLAN OF CONVERSION is made as of the 21st day of December, 2006, by IVAX Research, Inc., a Florida corporation (the "Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation and its sole shareholder to convert the Corporation into a Florida limited liability company (the "Conversion"); and the Board of Directors and the sole shareholder of the Corporation have approved the Conversion contemplated hereby;

NOW, THEREFORE, pursuant to the terms and on the conditions set forth herein, as of the Effective Date (as defined below) the Corporation shall convert into a Florida limited liability company pursuant to Section 608.439 of the Florida Limited Liability Company Act as follows:

ARTICLE 1

NAME

The current name of the Corporation is **IVAX Research, Inc.** Upon conversion, the name of the limited liability company shall be **IVAX Research, LLC.** ^

ARTICLE 2

EFFECTIVE DATE

The Conversion shall become effective on January 1, 2007, upon the filing of the Certificate of Conversion and Articles of Organization (respectively Exhibits A and B attached hereto) with the Secretary of State of the State of Florida (such date hereinafter sometimes referred to as the "Effective Date").

ARTICLE 3

CERTAIN RESULTS OF CONVERSION

(a) All rights of creditors and all liens upon, or security interests in, any property of Corporation shall be preserved unimpaired; the resulting limited liability company shall be subject to all of the debts, liabilities and obligations of the Corporation existing prior to the Conversion; *provided, however*, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Conversion.


(b) The officers and directors of the Corporation immediately prior to the Conversion becoming effective shall be the officers and managers of the resulting limited liability company for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
EXCHANGE OF SHARES UPON THE
EFFECTIVE DATE OF THE CONVERSION

(a) Upon the Effective Date of the Conversion, each share of the Corporation's capital stock, which is issued and outstanding immediately prior to the Effective Date of the Conversion shall be canceled and retired.

(b) Upon the Effective Date of the Conversion, the sole shareholder of the Corporation shall become the sole member of the resulting limited liability company.

IVAX RESEARCH, INC.

By: 
Name: Rivka Kreitman
Title: Senior Vice President

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

IVAX Research, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

EFFECTIVE DATE

11/1/07

FILED
DEC 27 PM 12:34
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Attention: Legal Affairs

425 Privet Rd

Horsham, PA 19044

Mailing Address:

Attention: Legal Affairs

425 Privet Rd

Horsham, PA 19044

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporate Creations Network, Inc.

Name

11380 Prosperity Farms Road, #221 E

Florida street address (P.O. Box **NOT** acceptable)

Palm Beach Gardens

FL 33410

City, State, and Zip

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in

Chapter 608, F.S..

Corporation Creations Network, Inc.

By: Aydia E. Latt, Asst Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

Managing Member

IVAX Corporation

4400 Biscayne Blvd.

Miami, FL 33137


(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 1, 2007.

(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark W. Durand, Sr. V.P.

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)