

L12000038389

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

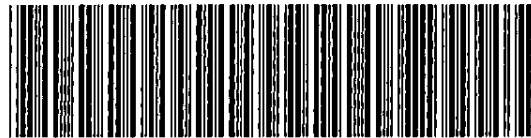
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600224617056

03/20/12--01001--012 *150.00

RECEIVED
MAR 19 PM 4:51
STATE
TALLAHASSEE, FLORIDA

FILED
MAR 19 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAR 20 2012

EXAMINER

CT Corporation System

1203 Governors Square Blvd, Suite 101, Tallahassee, FL, 3 850-222-1092

CONCORDIA PHARMACEUTICALS, LLC**PLEASE FILE THESE SIMULTANEOUSLY**

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input checked="" type="checkbox"/> Other CONVERSION
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/19/2012

CB

Order#:

Ref#:

Amount: \$

FILED
12 MAR 19 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION TO FLORIDA LIMITED LIABILITY COMPANY

OF

CONCORDIA PHARMACEUTICALS, INC.

P03 000 058313

TO

CONCORDIA PHARMACEUTICALS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of March 15, 2012, is being duly executed and filed by Concordia Pharmaceuticals, Inc., a Florida corporation (the "Corporation"), and Concordia Pharmaceuticals, LLC, a Florida limited liability company (the "LLC"), under Section 608.439 of the Florida Limited Liability Company Act (the "FLLCA") and Section 607.1112 of the Florida Business Corporation Act (the "FBCA").

1. The Corporation was first formed in the State of Florida on May 28, 2003.
2. The Corporation is a Florida corporation.
3. The Corporation's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Concordia Pharmaceuticals, Inc.
4. The name of the limited liability company into which the Corporation shall be converted as set forth in the Articles of Organization of the LLC is:

Concordia Pharmaceuticals, LLC

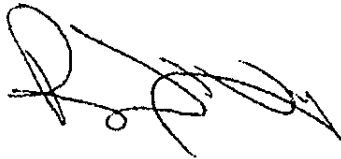
5. The principal address of the Company shall be 2600 SW 3rd Avenue, Suite 950, Miami, FL 33129.
6. The conversion of the Corporation to the LLC (the "Conversion") shall be effective as of filing date of this Certificate of Conversion.
7. The Conversion is in compliance with the FBCA and the FLLCA.
8. The Conversion was approved by the Plan of Conversion adopted by the Corporation on March 15, 2012.

[Signature Page Follows]

FILED
12 MAR 19 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

CONCORDIA PHARMACEUTICALS, INC. CONCORDIA PHARMACEUTICALS, LLC



By:
Name: Reginald Hardy
Title: President



By:
Name: Victor Bauer, Ph.D.
Title: President

FILED
12 MAR 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CONCORDIA PHARMACEUTICALS, LLC

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

ARTICLE I

NAME

The name of the limited liability company is Concordia Pharmaceuticals, LLC (the "Company").

ARTICLE II

MAILING AND STREET ADDRESSES

The mailing address of the Company and the street address of the principal office of the Company is 2600 SW 3rd Avenue, Suite 950, Miami, FL 33129.

ARTICLE III

NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Victor J. Bauer, 2600 SW 3rd Avenue, Suite 950, Miami, FL 33129.

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE IV

MANAGEMENT

The Company shall be managed by the Board of Managers. The name and address of each Manager is as follows:

<u>Name</u>	<u>Address</u>
<u>Reginald Hardy</u>	<u>2600 SW 3rd Avenue, Suite 950, Miami, FL 33129</u>
<u>Victor J. Bauer</u>	<u>2600 SW 3rd Avenue, Suite 950, Miami, FL 33129</u>
<u>Marc M. Watson</u>	<u>20155 NE 38th Court, Apt. 2304, Aventura, FL 33180</u>
<u>Fredric Hoffman</u>	<u>9400 S. Dadeland Blvd., Suite 600, Miami, FL 33156</u>

ARTICLE V

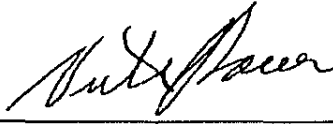
EFFECTIVE DATE

These Articles of Organization shall become effective immediately upon the filing with the Department of State of Florida.

[Signature Page Follows]

FILED
12 MAR 19 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 15th day of March 15, 2012.

By: 
Name: Victor Bauer, Ph.D.
Title: Authorized Signatory

FILED
12 MAR 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

I, Victor Bauer, having been named as registered agent of Concordia Pharmaceuticals, LLC, hereby accept the appointment as registered agent, agree to act in this capacity and agree to accept service of process at the place designated in the Articles of Organization. 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.

Dated: March 15, 2012

Registered Agent



Victor Bauer, Ph.D.

FILED
12 MAR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA