

M34672

Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

MERGER OR SHARE EXCHANGE

IVAX RESEARCH, INC.

| | |
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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.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------|---------------------|--------------------------------------------------|
| IVAX Research, Inc. | Florida | M34672 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------------|---------------------|--------------------------------------------------|
| IVX Oncology, Inc. | Florida | P98000054429 |
| IVAX Research Institute, Inc. | Florida | P98000051956 |
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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 1 / 1 / 07 (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 12/21/06

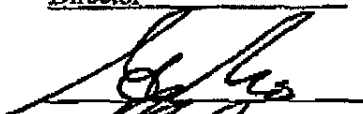
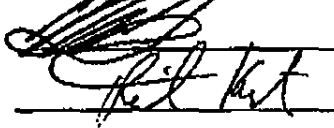
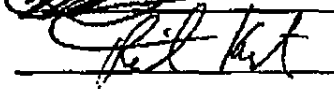
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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 12/21/06

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 CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleIVX Oncology, Inc.George S. Barrett, PresidentIVAX Research Institute, Inc.Mark W. Durand, Sr. Vice PresidentIVAX Research, Inc.Rivka Kreitman, Sr. Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 21st day of December, 2006, by and among IVX Oncology, Inc., a Florida corporation ("Oncology"), IVAX Research Institute, Inc., a Florida corporation ("Institute") and IVAX Research, Inc., a Florida corporation ("Research").

WITNESSETH:

WHEREAS, Oncology and Institute are wholly owned subsidiaries of Research.

WHEREAS, the respective Boards of Directors of Oncology, Institute and Research deem it advisable and in the best interests of their respective corporations and shareholders to have Oncology and Institute merge with and into Research pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of Oncology, Institute and Research and the sole shareholder of each of Oncology and Institute have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as herein defined) and in accordance with the laws of the State of Florida, Oncology and Institute shall merge with and into Research, with Research being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

Articles of Merger executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the filing of the Articles of Merger with the Secretary of State of the State of Florida (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3

CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of Oncology, Institute and Research shall cease and Oncology, Institute and Research shall become and be a single corporation, with Research as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of Research shall continue in effect and be unimpaired by the Merger.

(iii) Research, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of Oncology and Institute and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in Research without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of Oncology and Institute shall be preserved unimpaired; Research as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and Oncology and Institute and all of the debts, liabilities and obligations of Oncology and Institute shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; 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 Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of Research as in effect immediately prior to the Merger becoming effective shall be the Articles of Incorporation of the Surviving Corporation.

(ii) The Bylaws of Research in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of Research immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving

Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

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

(a) Oncology and Institute Shares. Upon the Effective Date of the Merger, each share of Oncology's and Institute's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into a share of the capital stock of the Surviving Corporation. Upon surrender of any certificates formerly representing shares of Oncology's and Institute's capital stock by the holder thereof, following the Merger, the Surviving Corporation shall issue a certificate to such holder representing a like number of the shares of the capital stock of the Surviving Corporation.

(b) Cancellation of Oncology's and Institute's Shares. Upon the Effective Date of the Merger, each share of Oncology's and Institute's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

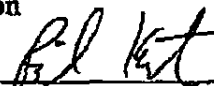
(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.


(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first written above.

IVAX RESEARCH, INC., a Florida corporation

By: 
Name: Rivka Kreitman
Title: Senior Vice President

IVX ONCOLOGY, INC., a Florida corporation

By: 
Name: George S. Barrett
Title: President

IVAX RESEARCH INSTITUTE, INC., a Florida corporation

By: 
Name: Mark W. Durand
Title: Senior Vice President