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P01000099696

October 17, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Wakefield Pharmaceuticals, Inc. (DE Domestic) into

Invax Laboratories, Inc. (A FL Domestic)

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

RUSH

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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C. Coullie OCT 17 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

WAKEFIELD PHARMACEUTICALS, INC., a Delaware corporation not qualified
inc Florida

INTO

IVAX LABORATORIES, INC., a Florida entity, P01000099696

File date: October 17, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
WAKEFIELD PHARMACEUTICALS, INC., A DELAWARE CORPORATION
INTO
IVAX LABORATORIES, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), WAKEFIELD PHARMACEUTICALS, INC., a Delaware corporation (the "Non-Surviving Corporation") and IVAX LABORATORIES, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging Non-Surviving Corporation with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted as of October 15, 2001 by the unanimous written consent of the board of directors and shareholders of each of Non-Surviving Corporation, in accordance with the laws of its jurisdiction, and the Survivor in accordance with the provisions of Section 607.1103 of the Act.

THIRD: The merger is permitted under the respective laws of all applicable jurisdictions.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 15th day of October, 2001.

WAKEFIELD PHARMACEUTICALS, INC.

By: 

Thomas E. Beier
Vice President and Treasurer

IVAX LABORATORIES, INC.

By: 

Thomas E. Beier
Vice President and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

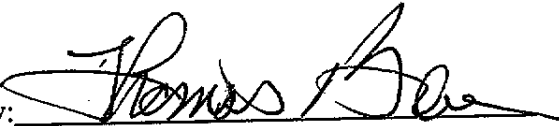
AGREEMENT AND PLAN OF MERGER, dated October 15, 2001, between **WAKEFIELD PHARMACEUTICALS, INC.**, a Delaware corporation (the "Non-Surviving Corporation"), and **IVAX LABORATORIES, INC.**, a Florida corporation ("ILI" or the "Surviving Corporation").

The Non-Surviving Corporation and ILI desire to effect the statutory merger of Non-Surviving Corporation with and into ILI, with ILI to survive such merger.


1. **Constituent Corporations.** The Non-Surviving Corporation and ILI shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into ILI.
2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into ILI, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 6) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Non-Surviving Corporation.
3. **Capital Stock.** Upon the Effective Date, all of the Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into one fully paid and non-assessable share of Common Stock of ILI.
4. **Articles of Incorporation.** The Articles of Incorporation of ILI as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of the ILI as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of ILI in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger are filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Boards of Directors of the Non-Surviving Corporation and ILI are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

WAKEFIELD PHARMACEUTICALS, INC.

By: 
Thomas E. Beier
Vice President and Treasurer

IVAX LABORATORIES, INC.

By: 
Thomas E. Beier
Vice President and Treasurer