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Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

**REGISTERED AGENT CHANGE**

**ANDRX PHARMACEUTICALS SALES AND MARKETING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RECEIVED

07 MAR -8 AM 8:00

DIVISION OF CORPORATIONS

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

*Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida \_\_\_\_\_ in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation: Andrx Pharmaceuticals Sales and Marketing, Inc.
2. The principal office address: 8151 Peters Rd. 4th Floor, Plantation, FL 33324
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 11/21/2002 Document number: P02000124594

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Nays Street

Tallahassee FL 32301-2525

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

David A. Buchen, Sr. VP, General Counsel & Secretary

(Printed or typed name and title)

*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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

By:

M. T. Fitzpatrick  
(Signature of Registered Agent)

3-7-07  
(Date)

If signing on behalf of an entity:

M.T. FITZPATRICK  
ASSISTANT SECRETARY  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E045 (8/05)

FL006 - 03/14/2005 CT System CallRev

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**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
ANDRX PHARMACEUTICALS SALES AND MARKETING, INC.  
(a Florida corporation)**

The undersigned, being the sole director of the Board of Directors of Andrx Pharmaceuticals Sales and Marketing, Inc., a Florida corporation (the "Corporation"), hereby waives the holding of a meeting, and notice thereof, and hereby consents to the following resolution pursuant to the applicable laws of the state of Florida:

**Change in Registered Agent.**


WHEREAS, the Board of Directors of the Corporation has reviewed a proposal to appoint C T Corporation System as the Corporation's registered agent.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby confirms, ratifies and approves the proposal to appoint C T Corporation System as the Corporation's registered agent; and,

FURTHER RESOLVED, that the proper officers of the Corporation are, and each of them hereby is, authorized and empowered for and on behalf of the Corporation to take any and all actions and do any and all acts deemed necessary and/or desirable in effecting the foregoing resolutions; and

FURTHER RESOLVED, that all acts and deeds heretofore done or actions taken by any officer of the Corporation in entering into, executing, performing, acknowledging, filing or attesting to any arrangements, agreements, instruments, or documents in carrying out the terms and intentions of the foregoing resolutions are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent as of February 21, 2007.

  
\_\_\_\_\_  
Allen Chao