

P03000058313

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amended  
10-2/9/12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Concordia Pharmaceuticals, Inc.

**DOCUMENT NUMBER:** P03000058313

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard C. Bulman

Name of Contact Person

Bulman Business & Technology Law

Firm/ Company

2600 SW 3rd Avenue, Suite 950

Address

Miami, FL 33129

City/ State and Zip Code

rbulman@beyondrnd.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Bulman

at ( 954 ) 6090259  
Area Code & Daytime Telephone Number

Name of Contact Person

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Concordia Pharmaceuticals, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000058313

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)**

2600 SW 3rd Avenue

Suite 950

Miami, FL 33129

**C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)**

2600 SW 3rd Avenue

Suite 950

Miami, FL 33129

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**  
*( attach additional sheets, if necessary). (Be specific)*

See attached amendment

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CONCORDIA PHARMACEUTICALS, INC.**

Concordia Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The name of the Corporation is Concordia Pharmaceuticals, Inc.

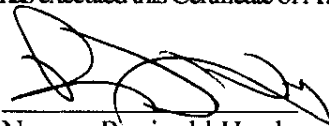
II. The Corporation, pursuant to the provisions of Section 607.1003 of the Act, hereby adopts the following amendment to Section 3(B)(3)(d) of Article IV of its Second Amended and Restated Articles of Incorporation filed on March 5, 2007 (the "Amended and Restated Articles") by inserting the following text at the end of such Section 3(B)(3)(d) of Article IV :

For clarity, any contractual rights of the Corporation to future cash payments, including the right to receive milestone and royalty payments are considered rights to receive cash payments and are not considered rights to receive property.

III. The amendment has been effected in conformity with the provisions of the Act and the Corporation's Second Amended and Restated Articles and the amendment has been effected in conformity with the provisions of Section 607.1003 the Act and was duly approved and adopted by the unanimous written consent of the Corporation's Board of Directors and a majority of the Corporation's outstanding Common Stock and Convertible Preferred Stock voting as a single class, and a majority of the Corporation's outstanding Convertible Preferred Stock voting as a separate class. The vote taken for the amendment was sufficient for approval of such amendment.

IV. Except as otherwise amended hereby, the Second Amended and Restated Articles shall remain in full force and effect.

**IN WITNESS WHEREOF**, the undersigned officer has executed this Certificate of Amendment on February 1, 2012.



Name: Reginald Hardy  
Title: President and Secretary

The date of each amendment(s) adoption: February 1, 2012

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_.”  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated February 1, 2012

Signature \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Reginald Hardy

(Typed or printed name of person signing)

President

(Title of person signing)