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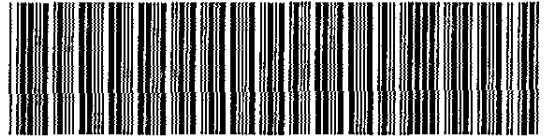
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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 258079 128640A

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 87.50

ORDER DATE : September 26, 2003

ORDER TIME : 11:48 AM

ORDER NO. : 258079-005

CUSTOMER NO: 128640A

CUSTOMER: Pamela Richardson, Paralegal
Andrx Corporation

4955 Orange Drive

Davie, FL 33314

DOMESTIC FILING

NAME: ANDRX PHARMACEUTICALS (MASS),
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
ANDRX PHARMACEUTICALS (MASS), INC.

FILED
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TALLAHASSEE, FLORIDA
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ARTICLE I

The name of the corporation is ANDRX PHARMACEUTICALS (MASS), INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4955 Orange Drive, Davie, Florida 33314.

ARTICLE III

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.001 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Scott Lodin
4955 Orange Drive
Davie, FL 33314

ARTICLE VII

The name of the Incorporator is Pamela Richardson and the address of the Incorporator is 4955 Orange Drive, Davie, Florida 33314.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25th day of September, 2003.



Pamela Richardson, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 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.

CORPORATION SERVICE COMPANY

By: 
[Name], [Title]

Date: 9/26/03

Deborah D. Skipper
Asst. V. Pres.

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