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FLORIDA PROFIT CORPORATION OR P.A.

Amber Holding Company

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 3, 2004

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: AMBER HOLDING COMPANY
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
IVAX AMBER HOLDING COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is IVAX Amber Holding Company. The address of the principal office and the mailing address of this corporation is 4400 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED AGENT

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Steven D. Rubin

4400 Biscayne Boulevard
Miami, FL 33137

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of this corporation is:

Name

Address

Steven D. Rubin

4400 Biscayne Boulevard
Miami, FL 33137

ARTICLE VII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Steven D. Rubin

4400 Biscayne Boulevard
Miami, FL 33137

ARTICLE VIII- BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X- AMENDMENT


This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 30th day of April, 2004.


Steven D. Rubin,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned, having been appointed as the registered agent of IVAX Amber Holding Company in the foregoing Articles of Incorporation, accepts such appointment and acknowledges that he is familiar with, and accepts, the obligations of such position, including those set forth in Section 607.0501 of the Florida Statutes.


Steven D. Rubin,
Registered Agent

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