

P05000102427

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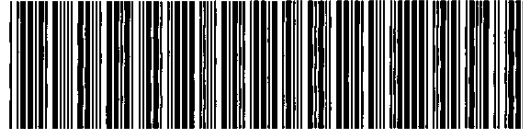
(Business Entity Name)

(Document Number)

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12-31-07

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

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Morgan

G. Gouletts DEC 31 2007

FLORIDA RESEARCH & FILING SERVICES, INC.
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ENTITY NAME:

1. IVAX CORPORATION (SURVIVOR)
& CUMMINS PROPERTIES, INC.

CK# 3034

AMOUNT \$70.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IVAX Corporation

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

(Contact Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Contact Person)

At (_____) _____

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IVAX Corporation	Florida	P05000102427

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cummins Properties, Inc.	Florida	J83372

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/27/07.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/27/07.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

IVAX Corporation



William Marth, Executive Vice President

Cummins Properties, Inc.



Richard Egesi, Sr. Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 27 day of December, 2007, by and between Cummins Properties, Inc., a Florida corporation ("Cummins") and IVAX Corporation, a Florida corporation ("IVAX").

WITNESSETH:

WHEREAS, CUMMINS is a wholly owned subsidiary of IVAX; and

WHEREAS, the respective Boards of Directors of CUMMINS and IVAX deem it advisable and in the best interests of their respective corporations and shareholders to have CUMMINS merge with and into IVAX pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of CUMMINS and IVAX and the sole shareholder of CUMMINS have approved this Agreement and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as herein defined) and in accordance with the laws of the State of Florida, CUMMINS shall merge with and into IVAX, with IVAX being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

Articles of Merger executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the filing of the Articles of Merger relating to the Merger with the Secretary of State of the State of Florida (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of CUMMINS and IVAX shall cease and CUMMINS and IVAX shall become and be a single corporation, with IVAX as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of IVAX shall continue in effect and be unimpaired by the Merger.

(iii) IVAX, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of CUMMINS and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in IVAX without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of CUMMINS shall be preserved unimpaired; IVAX as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and CUMMINS and all of the debts, liabilities and obligations of CUMMINS shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of IVAX as in effect immediately prior to the Merger becoming effective shall be the Articles of Incorporation of the Surviving Corporation.

(ii) The Bylaws of IVAX in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and/or said Bylaws.

(iii) The officers and directors of IVAX immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving

Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Cancellation of CUMMINS's Shares. Upon the Effective Date of the Merger, each share of CUMMINS's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

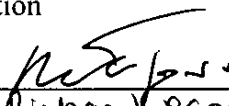
(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

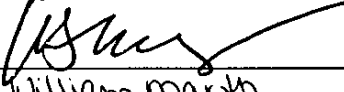
(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first written above.

Cummins Properties, Inc., a Florida corporation

By: 
Name: Richard Egosi
Title: Sr. Vice President

IVAX Corporation, a Florida corporation

By: 
Name: William Martin
Title: Executive Vice President