

MAY. 4.2005 10:25AM

NO.490 P.1/3

MAY 03 2005 2:16 PM FR HOLLAND KNIGHT
Division of Corporations

TO 21455#8 466118 21455#8
Page 1 of 1

P96000053994

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000112610 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305)789-7758
Fax Number : (305)789-7799

RECEIVED

05 MAY -3 PM 3:50

DIVISION OF CORPORATIONS

BASIC AMENDMENT

KOS PHARMACEUTICALS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -3 PM 4:56

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment

05/04/05

DC

MAY. 4.2005 10:25AM

NO.490 P.2/3

MAY 03 2005 2:15 PM FR HOLLAND & KNIGHT

TO 27455#888060#1#9 P.02/03

FAX AUDIT NO. H050001126103

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KOS PHARMACEUTICALS, INC.**

Pursuant to the provisions of Section 607.1008, Florida Statutes, Kos Pharmaceuticals, Inc., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article VII of the Corporation's Amended and Restated Articles of Incorporation, is amended by striking out the first paragraph thereof and by substituting in lieu of said paragraph the following new first paragraph to Article VII:

"The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 110,000,000, of which 100,000,000 shares having a par value of \$.01 per share shall be designated as Common Stock and 10,000,000 shares having a par value of \$.01 per share shall be designated as Preferred Stock."

SECOND: This Amendment was adopted by the shareholders at the Corporation's Annual Meeting of Shareholders held on April 28, 2005. The number of votes cast were sufficient for approval.

Except as amended hereby, the rest and remainder of the Corporation's Amended and Restated Articles of Incorporation shall be and remain in full force and effect.

Signatures on Following Page

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -3 PM 4:56

FAX AUDIT NO. H050001126103

MAY. 4.2005 10:25AM

NO.490 P.3/3

MAY 03 2005 2:15 PM FR HOLLAND & KNIGHT

TO 27453#888260#1#9 P.03/03

FAX AUDIT NO. H05000112610 3

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Amended and Restated Articles of Incorporation to be signed by its duly authorized officer this 2nd day of May, 2005.

KOS PHARMACEUTICALS, INC.

By: 

Name: Andrew I. Koven

Title: Executive Vice President and
General Counsel

Amendment to Restated Articles of Incorporation

FAX AUDIT NO. H05000112610 3

** TOTAL PAGE.03 **