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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ANDRX CORPORATION

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Certificate of Status	0
Certified Copy	1
Page Count	03
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AMEND  
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ARTICLES OF AMENDMENT  
OF  
ANDRX CORPORATION

FILED  
99 MAY 20 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ANDRX CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, by and through its undersigned officer, as follows:

1. The name of the corporation is Andrx Corporation.
2. The Corporation's Board of Directors adopted this amendment without shareholder approval pursuant to Section 607.10025 of the Florida Statutes.
3. On May 3, 1999, the Corporation's Board of Directors approved a 2 for 1 stock split, in the form of a stock dividend (the "Stock Split"), of the Corporation's common stock (the "Common Stock").
4. This amendment does not adversely affect the rights or preferences of the holders of outstanding shares of Common Stock and does not result in the percentage of authorized shares of Common Stock that remain unissued after the Stock Split exceeding the percentage of authorized shares of Common Stock that were unissued before the Stock Split. No shares of the Corporation's authorized preferred stock are currently outstanding.
5. Prior to the Stock Split there are 15,292,102 shares of Common Stock outstanding. After the Stock Split, there will be 30,584,204 shares of Common Stock outstanding.
6. The first paragraph of Article III of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is (i) 50,000,000 shares of Common Stock, par value \$.001 per share (the "Common Stock"), and (ii) 1,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

THIS DOCUMENT PREPARED BY:  
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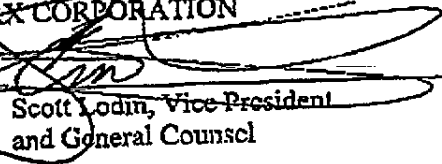
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IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned duly authorized officer of the Corporation as of the 11 day of May, 1999.

ANDRX CORPORATION

By:

  
Scott Lodin, Vice President  
and General Counsel

THIS DOCUMENT PREPARED BY:  
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