

V60643

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MERGER OR SHARE EXCHANGE

ANDRX CORPORATION

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ANDRX PHARMACEUTICALS SALES, INC., a Florida corporation, document
number P99000079355

INTO

ANDRX CORPORATION, a Florida entity, V60643

File date: December 18, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
ANDRX PHARMACEUTICALS SALES, INC.
INTO
ANDRX CORPORATION

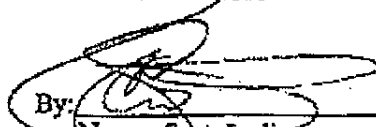
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), ANDRX PHARMACEUTICALS SALES, INC., a Florida corporation (the "Non-Surviving Corporation"), and ANDRX CORPORATION, a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.


SECOND: The Plan of Merger was adopted by the board of directors and the shareholders the Survivor by unanimous written consent as of December 17, 2002, and by the board of directors and the shareholder of the Non-Surviving Corporation by unanimous written consent as of December 17, 2002, all in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 18th day of December, 2002.

ANDRX PHARMACEUTICALS SALES, INC.

By: 
Name: Sept Lodin
Title: President

ANDRX CORPORATION

By: 
Name: Sept Lodin
Title: Executive Vice President & Secretary

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Exhibit A

Agreement and Plan of Merger

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PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 18, 2002 (the "Agreement"), is entered into between ANDRX PHARMACEUTICALS SALES, INC., a Florida corporation ("PHARMACEUTICALS"), and ANDRX CORPORATION, a Florida corporation ("ANDRX").

A. PHARMACEUTICALS has an aggregate authorized capital of 500 shares of common stock, \$0.01 par value (the "Pharmaceuticals Common Stock").

B. ANDRX has an aggregate authorized capital of 100,000,000 shares of common stock, \$0.001 par value (the "Andrx Common Stock") and 1,000,000 shares of preferred stock, \$0.001 par value (the "Andrx Preferred Stock").

C. The respective Boards of Directors of ANDRX and PHARMACEUTICALS believe that it is in the best interests of ANDRX and PHARMACEUTICALS and their respective shareholders to merge PHARMACEUTICALS with and into ANDRX under and pursuant to the provisions of this Agreement and the Florida Business Corporation Act (the "Merger").

D. The parties hereto intend for the Merger to qualify, for federal income tax purposes, as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **MERGER.** PHARMACEUTICALS shall be merged with and into ANDRX (the "Merger").

2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the filing of articles of merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act (the "Articles of Merger"); provided, however, that if such articles of merger specify a later time, then the Merger shall become effective upon such specified later time. The time of such effectiveness is hereinafter called the "Effective Date".

3. **SURVIVING CORPORATION.** ANDRX shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of PHARMACEUTICALS shall cease.

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of ANDRX as it exists on the Effective Date shall be the Articles of Incorporation of ANDRX following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

5. **BYLAWS.** The Bylaws of ANDRX as they exist on the Effective Date shall be the Bylaws of ANDRX following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

6. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of ANDRX immediately prior to the Effective Date shall be the members of the Board of

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Directors and the officers of ANDRX following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in Florida's Articles of Incorporation and Bylaws, or until their respective successors are elected and qualified.

7. **MERGER CONSIDERATION.** As of the Effective Time:

(a) All shares of Pharmaceuticals Common Stock owned by Pharmaceuticals shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of PHARMACEUTICALS, be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Each issued and outstanding share of Pharmaceuticals Common Stock owned by Pharmaceuticals Common Stock stockholder shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of PHARMACEUTICALS, be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(c) Each issued and outstanding share of Andrx Common Stock shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of ANDRX, remain outstanding as one fully paid and nonassessable share of common stock of the Surviving Corporation.

(d) Each issued and outstanding share of Andrx Preferred Stock shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of ANDRX, remain outstanding as one fully paid and nonassessable share of preferred stock of the Surviving Corporation.

8. **NO FURTHER RIGHTS.** From and after the Effective Time, holders of certificates theretofore evidencing Pharmaceuticals Common Stock shall cease to have any rights as stockholders of PHARMACEUTICALS, except as provided herein or by applicable law.

9. **TERMINATION.** This Agreement may be terminated and abandoned by action of the respective Board of Directors of PHARMACEUTICALS and ANDRX at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto.

10. **AMENDMENT.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided, that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties hereto shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation of ANDRX or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

11. **CONSTRUCTION.** Headings are for convenience of reference only. Section references are, unless otherwise indicated, the provisions hereof. "Hereof" or similar expressions shall, unless the context otherwise requires, refer to this Agreement as a whole. "Including" shall be construed inclusively and not by way of limitation.

12. **GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be executed on its behalf by its officers duly authorized, all as of the date first above written.

ANDRX PHARMACEUTICALS SALES, INC.

By: 

Name: Scott Lodin

Title: President

ANDRX CORPORATION

By: 

Name: Scott Lodin

Title: Executive Vice President & Secretary

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