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SCOTT LODGE ESQ

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To:

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

From:

Account Name : ANDRX CORPORATION
Account Number : I20000000278
Phone : (954) 584-0300
Fax Number : (954) 792-1034

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MERGER OR SHARE EXCHANGE

ANDRX PHARMACEUTICALS, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ASPIRE PHARMACEUTICALS, INC., a Florida corporation, P00000080859

INTO

ANDRX PHARMACEUTICALS, INC., a Florida entity, V64587

File date: October 31, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
ASPIRE PHARMACEUTICALS, INC.
a Florida Corporation
and
ANDRX PHARMACEUTICALS, INC.
a Florida Corporation

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Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging Aspire Pharmaceuticals, Inc. with and into Andrx Pharmaceuticals, Inc.:

1. Attached hereto and made a part hereof as Exhibit "A" is the Agreement and Plan of Merger for merging Aspire Pharmaceuticals, Inc. ("Disappearing Corporation"), with and into Andrx Pharmaceuticals, Inc. ("Surviving Corporation").
2. The merger shall be effective as of October 18, 2001.
3. The Agreement and Plan of Merger was approved and adopted by the Board of Directors of both the Disappearing Corporation and the Surviving Corporation by written consents dated October 17, 2001, pursuant to the provisions of the Florida Business Corporation Act, shareholder approval was not required.
4. The Surviving Corporation will continue its existence as the surviving corporation under the name "Andrx Pharmaceuticals, Inc."

ASPIRE PHARMACEUTICALS, INC.

By: 

Scott Lodin, Vice President

ANDRX PHARMACEUTICALS, INC.

By: 

Scott Lodin, President

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AGREEMENT AND PLAN OF MERGER
OF
ASPIRE PHARMACEUTICALS, INC.
AND
ANDRX PHARMACEUTICALS, INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into as of this 17th day of October 2001 by and between Aspire Pharmaceuticals, Inc., a Florida corporation (the "Disappearing Corporation"), and Andrx Pharmaceuticals, Inc., a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors of said corporations:

RECITALS

- A. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.
- B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.
- C. The directors of Disappearing Corporation and Surviving Corporation believe that the merger of Disappearing Corporation with and into Surviving Corporation would be advantageous and beneficial to the respective shareholders and employees of those companies.
- D. The Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:

1. **Recitals.** All of the foregoing recitals are true and correct.
2. **Merger.** Aspire Pharmaceuticals, Inc., shall be merged with and into Andrx Pharmaceuticals, Inc., which shall be the surviving corporation at the effective time and date of the merger.

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3. Filing and Effective Time. The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607 of the Florida Business Corporation Act ("FBCA"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

4. Surviving Corporation. Surviving Corporation shall continue its existence under the name "Andrx Pharmaceuticals, Inc." pursuant to the provisions of the FBCA, and all the property, rights, privileges, powers and franchises of Surviving Corporation and Disappearing Corporation shall vest in Surviving Corporation, and all debts, liabilities, and duties of Surviving Corporation and Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

5. Disappearing Corporation. The separate existence of Disappearing Corporation shall cease upon the Effective Date and date of the merger in accordance with the provisions of the FBCA.

6. Shares of Surviving Corporation. As both entities are wholly owned by the same entity, the shares of the Disappearing Corporation shall be canceled. The issued shares of Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, and each said share which is issued as of the Effective Date of the merger shall continue to represent one issued share of Surviving Corporation.

7. Cancellation of Shares of Disappearing Corporation. All issued and outstanding common shares of Disappearing Corporation, and all rights and respect thereof, shall be canceled as of the Effective Date of the merger, and the certificates representing such shares shall be surrendered and canceled.

8. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

9. Bylaws. The Bylaws of the Surviving Corporation upon the Effective Date of the merger shall remain in full force until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

10. Directors and Officers. The directors and officers currently in office of Surviving Corporation upon the Effective Date of the merger in the State of Florida shall continue to be the members of the Board of Directors and the officers of Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws, as amended, of Surviving Corporation.

11. Approval. The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the Board of Directors and shareholder of Disappearing Corporation and Surviving Corporation. Subsequent to the execution of this Agreement and Plan by the appropriate

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officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

12. Amendment. This Agreement and Plan may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of this Agreement and Plan with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Agreement and Plan by the shareholders or Board of Directors of Disappearing Corporation or Surviving Corporation shall not (a) alter or amend any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or amend any of the terms and conditions of this Agreement and Plan if such alteration or change would adversely affect the holders of common stock of Surviving Corporation or Disappearing Corporation.

13. Miscellaneous.

(a) Entire Agreement. This Agreement and Plan constitute the entire agreement between the parties hereto with respect to the subject matter hereof. It supersedes all prior negotiations, letter and understandings relating to the subject matter hereof.

(b) Choice of Law. This agreement will be interpreted, construed and enforced in accordance with the laws of the State of Florida, without giving effect to the application of the principles pertaining to conflicts of laws.

(c) Headings. The section and subsection headings in this Agreement and Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this agreement.

14. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things necessary, proper or advisable to effectuate the merger.

15. Counterparts. This agreement may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

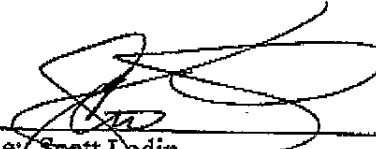
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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan as of the date above written.

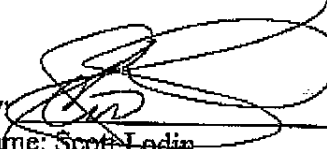
"DISSAPPEARING CORPORATION"

ASPIRE PHARMACEUTICALS, INC.,
a Florida corporation

By: 
Name: Scott Lodin
Title: Vice President/General Counsel

"SURVIVING CORPORATION"

ANDRX PHARMACEUTICALS, INC.
a Florida corporation

By: 
Name: Scott Lodin
Title: President

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