



V64587

ACCOUNT NO. : 072100000032

REFERENCE : 625609 128640A

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 60.00

ORDER DATE : June 17, 2002

ORDER TIME : 12:38 PM

ORDER NO. : 625609-005

CUSTOMER NO: 128640A

600005792966--7

CUSTOMER: Ms. Karen Sue
Andrx Corporation
2915 Weston Road

Fort Lauderdale, FL 33331

ARTICLES OF MERGER

ANDRX PHARMACEUTICALS, L.L.C.

INTO

ANDRX PHARMACEUTICALS,
INC.

Name Availability
Document Examiner
Updater
Updater
Verifier
CONTACT PERSON: Sara Lea X 1114
EXAMINER'S INITIALS:
Updater
Verifier

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea X 1114

EXAMINER'S INITIALS:

RECEIVED
02 JUN 17 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF REVENUE

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ANDRX PHARMACEUTICALS, L.L.C., A NON QUALIFIED VIRGINIA LIMITED
LIABILITY COMPANY

INTO

ANDRX PHARMACEUTICALS, INC., a Florida entity, V64587.

File date: June 17, 2002

Corporate Specialist: Diane Cushing

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Andrx Pharmaceuticals, Inc. 4955 Orange Drive Davie, Florida 33314	Florida	Corporation
Florida Document/Registration Number: V64587		FEI Number: 65-0366289
2. Andrx Pharmaceuticals, L.L. C. c/o LeClair Rvan 707 East Main Street, 11th Floor Richmond, Virginia 23219	Virginia	Limited Liability Company
Florida Document/Registration Number: n/a		FEI Number: 54-1991568
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Andrx Pharmaceuticals, Inc.	Florida	Corporation
4955 Orange Drive		
Davie, Florida 33314		

Florida Document/Registration Number: V64587

FEI Number: 65-0366289

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 607.1109, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

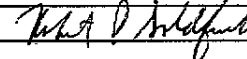
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

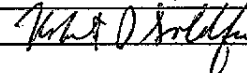
<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Andrx Pharmaceuticals, Inc.		
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		Robert Goldfarb, Secretary
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		Robert Goldfarb, Secretary
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Andrx Pharmaceuticals, L.L.C.		
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(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Andrx Pharmaceuticals, Inc.	Florida
Andrx Pharmaceuticals, L.L.C.	Virginia

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Andrx Pharmaceuticals, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

Andrx Pharmaceuticals, Inc., a Florida corporation is the sole member of Andrx Pharmaceuticals, L.L.C, which is a limited liability company organized under the laws of the Commonwealth of Virginia; hereby merges Andrx Pharmaceuticals, L.L.C. into Andrx Pharmaceuticals, Inc. pursuant to the provisions of the Virginia Limited Liability Company Act and pursuant to the Florida Business Corporation Act. The separate existence of Andrx Pharmaceutical, L.L.C. shall cease at the effective time and date of the merger and Andrx Pharmaceuticals, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act. The interests in the terminating limited liability shall not be converted in any manner, but all membership certificates issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

Upon approval of the Plan of Merger by the sole member of the terminating limited liability company and the Board of Directors of the surviving corporation in the manner prescribed by the provisions of the Virginia Limited Liability Company Act, and the provisions of the Florida Business Corporation Act, the surviving corporation and the terminating limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Virginia and the State of Florida, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests in the terminating limited liability company shall not be converted in any manner, but all membership certificates issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

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TALLAHASSEE, FLORIDA

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire interests, shares, obligations or other securities of the terminating limited liability company that will be converted upon the merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

An Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent entities in accordance with the provisions of Section 13.1-1071 of the Virginia Limited Liability Company Act, to wit, by Andrx Pharmaceuticals, L.L.C. and by Andrx Pharmaceuticals, Inc. The Plan of Merger is set forth as follows:

"PLAN OF MERGER approved on May 28, 2002 by Andrx Pharmaceuticals, L.L.C., a limited liability company organized under the laws of the Commonwealth of Virginia, and approved on May 28, 2002 by Andrx Pharmaceuticals, Inc., a corporation incorporated under the laws of the State of Florida, in accordance with Section 13.1-1071 of the Virginia Limited Liability Company Act.

1. Andrx Pharmaceuticals, Inc., which is a business corporation of the State of Florida and is the sole member of Andrx Pharmaceuticals, L.L.C., which is a limited liability company organized under the laws of the Commonwealth of Virginia, hereby merges Andrx Pharmaceuticals, L.L.C. into Andrx Pharmaceuticals, Inc. pursuant to the provisions of the Virginia Limited Liability Company Act and pursuant to the laws of the jurisdiction of incorporation of Andrx Pharmaceuticals, Inc.

2. The separate existence of Andrx Pharmaceuticals, L.L.C. shall cease at the effective time and date of the merger pursuant to the provisions of the Virginia Limited Liability Company Act; and Andrx Pharmaceuticals, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its incorporation.

3. The interests in the terminating limited liability company shall not be converted in any manner, but all membership certificates issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Plan of Merger herein made and approved shall be submitted to the members of the terminating limited liability company and the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Limited Liability Company Act and the provisions of the laws of the jurisdiction of incorporation of Andrx Pharmaceuticals, Inc.

5. In the event that the Plan of Merger is approved by the members of the terminating limited liability company and the Board of Directors of the surviving corporation in the manner prescribed by the provisions of the Virginia Limited Liability Company Act, and the provisions of the laws of the jurisdiction of incorporation of Andrx Pharmaceuticals, Inc., the surviving corporation and the terminating limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

6. The Board of Directors of the surviving corporation and the members of the terminating limited liability company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

The principal office of the surviving corporation under the laws of the jurisdiction in which it is incorporated is 4955 Orange Drive, Davie, Florida 33314.

The laws of the jurisdiction of incorporation of Andrx Pharmaceuticals, Inc. permit a merger of a limited liability company of another jurisdiction into a business corporation of the jurisdiction of Andrx Pharmaceuticals, Inc.; and the merger of Andrx Pharmaceuticals, L.L.C. into Andrx Pharmaceuticals, Inc. is in compliance with the laws of the jurisdiction of incorporation of Andrx Pharmaceuticals, Inc.

EIGHTH: Other provisions, if any, relating to the merger:

N/A