

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Andrx Laboratories, Inc.	CTEX Pharmaceuticals, Inc.	05/07/2001	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Andrx Laboratories, Inc.
Street Address:	4955 Orange Drive
City:	Davie
State/Country:	FLORIDA
Postal Code:	33314
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 1

Property Type	Number
Serial Number:	76253291

CORRESPONDENCE DATA

Fax Number: (601)960-6902
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6019483101
 Email: scarmody@brunini.com
 Correspondent Name: Steve Carmody
 Address Line 1: post office drawer 119
 Address Line 4: Jackson, MISSISSIPPI 39205

NAME OF SUBMITTER:	Stephen J. Carmody, Esq.
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Total Attachments: 5
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OP \$40.00 76253291

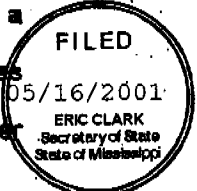
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CTEX PHARMACEUTICALS, INC.**

(Pursuant to Section 79-4-10.07 of the Mississippi Business Corporation Act)

The undersigned, Scott Lodin, Executive Vice President and Secretary of CTEX Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Mississippi (the "Corporation"), the Articles of Incorporation of which were duly filed with the Secretary of State of the State of Mississippi on November 1, 1995, HEREBY CERTIFIES AS FOLLOWS:



1. The name of the corporation is **CTEX Pharmaceuticals, Inc.**
2. The Articles of Incorporation of the Corporation are hereby deleted in their entirety and are amended and restated as follows:

"ARTICLE I-NAME

The name of the Corporation is **Andrx Laboratories, Inc.** (hereinafter called the "Corporation").

ARTICLE II-MAILING ADDRESS

The current mailing address of the Corporation is 4955 Orange Drive, Davie, Florida 33314.

ARTICLE III-PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 148 Weisenberger Road, Suite D, Madison, Mississippi 39110.

ARTICLE IV-CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is (i) 25,000 shares of Common Stock, par value \$.001 per share (the "Common Stock").

ARTICLE V - REGISTERED AGENT

The street address of the registered office of the Corporation is NATIONAL REGISTERED AGENTS, 248 E. Capitol Street, Suite 849, Jackson, Mississippi 39201.

ARTICLE VI - BOARD OF DIRECTORS

A. Number and Term of Directors. The Corporation's Board shall consist of not less than one nor more than nine members, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall be elected for one-year terms expiring at the next annual meeting of shareholders, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office.

B. Vacancies. Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article hereof, only the remaining directors of the Corporation shall have the authority, in accordance with the procedures stated herein, to fill any vacancy that arises on the Board.

C. Removal. A director may be removed from office prior to the expiration of his or her term: (i) with or without cause; and (ii) only upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Chapter 4, Article 8, Sub-article E of the Mississippi Business Corporation Act (the "MBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the MBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the MBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - SPECIAL MEETINGS OF SHAREHOLDERS

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by: (i) the Board pursuant to a resolution approved by a majority of the entire Board; (ii) the Corporation's Chief Executive Officer; or (iii) the holders of at least ten percent (10%) of the outstanding shares of capital stock of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE X - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation (the "Bylaws") or any part thereof. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE XI - AMENDMENT

Except as provided herein, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the Board of Directors and the shareholders of the Corporation in accordance with Mississippi law."

This Amendment and Restatement of the Articles of Incorporation of the Corporation was duly adopted by the holders of the outstanding shares of common stock (which is the only class of stock entitled to be voted and which vote is sufficient to authorize and approve this Amendment and Restatement pursuant to applicable Mississippi law) of the Corporation on May 7, 2001, pursuant to Chapter 4, Article 10, Sub-article A of the Mississippi Business Corporation Act, and was duly and unanimously adopted by all of the Directors of the Corporation, by unanimous written consent, on May 7 2001.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Corporation this 7th day of May 2001.



Scott Lodin
Executive Vice President and Secretary

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, Scott Lodin, to me well known or who has produced his driver's license, as the person described in and who executed and subscribed to the foregoing Amended and Restated Articles of Incorporation, who did take an oath and he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of May 2001.

Alison A. Lichter

Notary Public



Allison A. Lichter
Commission # CC 920293
Expires March 20, 2004
Bounded Them
Atlantic Bonding Co., Inc.

[Seal]

COMPIANORLECALIANDOCYS.WPD

STATE OF MISSISSIPPI
I hereby certify that this is a true
and complete copy of the
document on file in this office.
DATED _____ 20____
Tracy B. ...

BY: _____
This Certification Stamp Replaces Our
Previous Certification System.



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Date: 4/24/02 3:13:59 PM

Current Through: 04/23/2002

Business Information

Business Name:
CTEX PHARMACEUTICALS, INC.

Registered Agent:
SCOTT ALLEN

Address:
148 WEISENBERGER ROAD STE D
MADISON MS 39110

Address:
148 WEISENBERGER RD #D
P O BOX 1549 RD
MADISON, MS 39130-1549

Business ID:
643366

State of Origin:
MISSISSIPPI

Business Type:
MS BUSINESS CORPORATION

Date of Original Filing:
November 01, 1995

Status:
CORPORATE NAME CHANGED

Officers & Directors

Name(s)
JOSEPH E VARNER, III
BOBBY J KING

Title(s)
Incorporator
Director; President

Filing History (to view/download a document, click on the icon)

View	PDF	E-Mail	Filing Type	Date	Pages
		<input type="checkbox"/>	CORPORATE NAME CHANGED	5/16/01	2 (Est.)
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