

03-03-2003



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

2-25-03

Andrx Pharmaceuticals, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/18/02

2. Name and address of receiving party(ies)

Name: Andrx Pharmaceuticals, LLC

Internal

Address:

Street Address: 4955 Orange Drive

City: Davie State: FL Zip: 33314

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/049,285;
78/049,291

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ted Whitlock

Internal Address:

Street Address: 4955 Orange Drive

City: Davie State: FL Zip: 33314

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41) \$ 640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0752

02/28/2003 DBYRNE 00000136 78049285

DO NOT USE THIS SPACE

01 FC:8521 9. Signature. 40.00 OP
02 FC:8522 600.00 OP

Ted Whitlock
Name of Person Signing

Signature

1/23/03

Date

Total number of pages including cover sheet, attachments, and document:

8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002682 FRAME: 0110

ATTACHMENT

MARK	SERIAL AND/OR REGISTRATION NUMBER
"A" word mark	76/117581
Andazole	78/136539
Cardacor	78/041661
Cardacor XT	78/041597
Cartia XT	Reg. 2365155 SN 75/508881
Codrix	78/126855
Codrx	78/126858
Diltia XT	Reg. 2184954 SN 75/226586
DPHS	78/057726
GMHS	78/056673
Ometra	78/137082
Peltab	78/056019
Portab	78/056288
PPDS	78/055951
Promez	78/140857
Protia	78/137134
SCOT	78/056507
SMHS	78/056025
SPDS	78/056671

STDS 78/057408

Tazia XT 75/870213

Zinix 78/112707

Zynix 78/049295

**CERTIFICATE OF MERGER
OF
ANDRX PHARMACEUTICALS, INC.
(a Florida corporation)
WITH AND INTO
ANDRX PHARMACEUTICALS, LLC
(a Delaware limited liability company)**

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/20/2002
020788792 - 3602310**

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the domestic limited liability company and the foreign corporation which is to merge are as follows:

<u>NAME</u>	<u>STATE OF FORMATION</u>
Andrx Pharmaceuticals, LLC	Delaware
Andrx Pharmaceuticals, Inc.	Florida

SECOND: An agreement of merger has been approved and executed by each of the limited liability company and the corporation.

THIRD: The name of the surviving limited liability company is **ANDRX PHARMACEUTICALS, LLC**.

FOURTH: The executed agreement of merger is on file at the principal place of business of the surviving limited liability company. The principal place of business of the surviving limited liability company is 4955 Orange Drive, Davie, Florida 33314.

FIFTH: A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost to any member of any limited liability company or any stockholder of the corporation.

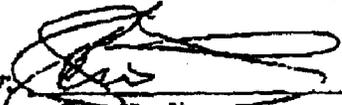
SIXTH: The Limited Liability Company Agreement of **ANDRX PHARMACEUTICALS, LLC** as in effect the date hereof, shall be the Limited Liability Company Agreement of the surviving limited liability company until thereafter changed or amended as provided therein or by applicable law.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, ANDRX PHARMACEUTICALS, LLC has caused this Certificate to be signed by its Managing Member, effective the 18th day of December, 2002.

ANDRX PHARMACEUTICALS, LLC

By: Andrx Corporation, its Managing Member

By: 
Name: Scott Lodin
Title: Executive Vice President

Delaware

PAGE 1

The First State

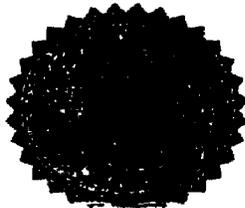
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ANDRX PHARMACEUTICALS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3602310 8100H

AUTHENTICATION: 2163372

020789063

DATE: 12-20-02

TRADEMARK
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don't let the
need funds

Delaware

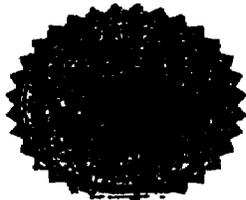
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANDRX PHARMACEUTICALS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANDRX PHARMACEUTICALS, LLC" WAS FORMED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2163369

DATE: 12-20-02

3602310 8300

020789055

CERTIFICATE OF FORMATION

OF

ANDRX PHARMACEUTICALS, LLC

December 13, 2002

This Certificate of Formation pertains to the formation of ANDRX PHARMACEUTICALS, LLC, a limited liability company organized under the Limited Liability Company Act of the State of Delaware, as follows:

1. The name of the limited liability company is ANDRX PHARMACEUTICALS, LLC (the "Company").
2. The address of the Company's registered office in the State of Delaware is 9 East Lookerman Street, Suite #1B, in the City of Dover, county of Kent. The registered agent at this address is National Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Mary Paris
Mary Paris, Organizer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/13/2002
020769008 - 3602310

Error! Unknown document property name.

RECORDED: 02/25/2003

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