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FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 23001.1001

1. Name of conveying party(ies):

WAKEFIELD PHARMACEUTICALS, INC.

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

1-24-02

Additional names of conveying party(ies) attached?

YES  NO

2. Name and address of receiving party(ies):

Name: IVAX LABORATORIES, INC.

Internal Address: 4400 Biscayne Boulevard

Street Address:

City: Miami  
State: Florida

Zip: 33137

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

JAN 24 2002

If Assignee is not domiciled in the United States, domestic representative designation is attached:

YES  NO

DESIGNATION MUST BE A SEPARATE DOCUMENT FROM ASSIGNMENT.

Additional name(s) and address(es) attached?

YES  NO

3. Nature of conveyance:

Assignment	<input checked="" type="checkbox"/>	Merger	<input type="checkbox"/>	Other	<input type="checkbox"/>
Security Agreement	<input type="checkbox"/>	Change of Name	<input type="checkbox"/>		<input type="checkbox"/>

Execution Date: October 15, 2001

Effective Date: October 15, 2001

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,931,756  
1,931,755; 1,877,382; and 1,358,819

Additional numbers attached?  YES  NO

02/08/2002 BYRNE 0000222 1931755

01 FC:481  
02 FC:482

40.00 OP  
75.00 OP



**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated October 15, 2001, between **WAKEFIELD PHARMACEUTICALS, INC.**, a Delaware corporation (the "Non-Surviving Corporation"), and **IVAX LABORATORIES, INC.**, a Florida corporation ("ILI" or the "Surviving Corporation").

The Non-Surviving Corporation and ILI desire to effect the statutory merger of Non-Surviving Corporation with and into ILI, with ILI to survive such merger.

1. **Constituent Corporations.** The Non-Surviving Corporation and ILI shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into ILI.

2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into ILI, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 6) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Non-Surviving Corporation.

3. **Capital Stock.** Upon the Effective Date, all of the Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into one fully paid and non-assessable share of Common Stock of ILI.

4. **Articles of Incorporation.** The Articles of Incorporation of ILI as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

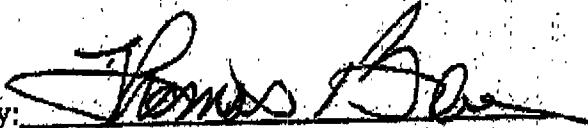
5. **Bylaws.** The Bylaws of the ILI as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of ILI in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.


7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger are filed with the Department of State of the State of Florida.

8. Amendment of Plan of Merger. The Boards of Directors of the Non-Surviving Corporation and ILLI are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

WAKEFIELD PHARMACEUTICALS, INC.

By:   
Thomas E. Beier  
Vice President and Treasurer

IVAX LABORATORIES, INC.

By:   
Thomas E. Beier  
Vice President and Treasurer

**ARTICLES OF MERGER  
OF  
WAKEFIELD PHARMACEUTICALS, INC., A DELAWARE CORPORATION  
INTO  
IVAX LABORATORIES, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), WAKEFIELD PHARMACEUTICALS, INC., a Delaware corporation (the "Non-Surviving Corporation") and IVAX LABORATORIES, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging 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 as of October 15, 2001 by the unanimous written consent of the board of directors and shareholders of each of Non-Surviving Corporation, in accordance with the laws of its jurisdiction, and the Survivor in accordance with the provisions of Section 607.1103 of the Act.

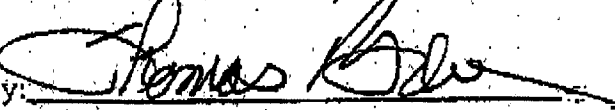
**THIRD:** The merger is permitted under the respective laws of all applicable jurisdictions.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 15<sup>th</sup> day of October, 2001.

WAKEFIELD PHARMACEUTICALS, INC.

By:   
Thomas E. Beier  
Vice President and Treasurer

IVAX LABORATORIES, INC.

By:   
Thomas E. Beier  
Vice President and Treasurer

FILED  
2001 OCT 17 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA