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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 docum	ments or copy thereof. ATTORNEY DOCKET NO.: 23001.1001	
1. Name of conveying party(ies):	2. Name and address of receiving party(ies):	
WAKEFIELD PHARMACEUTICALS, INC.	Name: IVAX LABORATORIES, INC.	
Individual(s) Association General Partnership Limited Partnership Corporation State: DE Other	Internal Address: 4400 Biscayne Boulevard Street Address: City: Miami State: Florida	
Additional names of conveying party(ies)	Zip: 33137	
(! YES [X] NO	[] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation State: FL [] Other 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 [X] NO	
3. Nature of conveyance:		
As signment X Me	erger Other	
Security Agreement Ch	nange of Name	
Execution Date: October 15, 2001 Effective Date: October 15, 2001		
4. Application number(s) or registration number(s):		
A. Crademark Application No.(s):	B. Trademank Registration No.(s): 1,931,756 1,931,755; 1,877,382; and 1,358,819	
Additional numbers attached? [] YES [X] NO		

02/08/2002 DBYRHE 00000222 1931755

01 FC:481 02 FC:482 40.00 DP 75.00 DP

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REEL: 002443 FRAME: 0474

5. Name and address of party to whom correspondence concerning document should be mailed: NANCY K. GARDNER, ESQ. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770	6. Total number of applications and registration involved: 4	
7. Tctal fee (37 CFR 3.41): \$115.00	\$40.00 1ST MARK PER DOCUMENT/\$25.00 EXTRA MARKS	
[X] Authorized to be charged to Deposit Account. ***** The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629. ***********************************		
8. Deposit account number: 14-0629 (Attach duplicate copy of this form if paying by deposit account)		
9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true $\ \ \ \ \ \ \ \ \ \ \ \ \ $		
Signature: Nangy K. Gardner Date: October 30, 2001 Total Number of Pages Including Cover Sheet, Attachments, and Document: TOTAL NUMBER OF PAGES: 5		
I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class mail in an envelope addressed to: BOX ASSIGNMENT , Assistant Commissioner for Patents, Washington, D.C. 20231, on this 30th day of October, 2001.		
Erick Calderon Date: October 30, 2001		

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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. <u>Constituent Corporations</u>. 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. <u>Capital Stock</u>. 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. <u>Directors and Officers</u>. 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 ILI 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.

Thomas R Beie

Vice President and Treasurer

IVAX LABORATORIES, INC.

Thomas E. Beier

Vice President and Treasurer

ARTICLES OF MERGER

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 15th day of October, 2001.

WAKEFIELD PHARMACEUTICALS, INC.

Thomas E. Beier

Vice President and Tressurer

IVAX LABORATORIES, INC

Thomas E. Beier

RECORDED: 01/24/2002

Vice President and Treasurer

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