

03-03-2003

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



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

102378576

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

1. Name of conveying party(ies):

Andrx Labs, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Andrx Labs, 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/18/02

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

A. Trademark Application No.(s)

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:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-0752

02/28/2003 DBYRNE 00000137 78040443

DO NOT USE THIS SPACE

9. Signature. 40.00 OP 200.00 OP

Ted Whitlock Name of Person Signing

Signature

1/23/03 Date

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

10

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

ATTACHMENT

MARK	SERIAL AND/OR REGISTRATION NUMBER
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Altocor	78/040443
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Altoscot	78176032
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Altovance	78/066682
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Diromet	78/115670
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Formet	78/115596
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Fortamet	78/115656
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Giasen	78/116587
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Helping Hearts	78/110420
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Stradia	78/116567
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Delaware

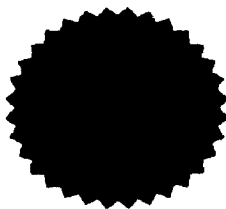
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANDRX LABS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "ANDRX LABS, LLC" UNDER THE NAME OF "ANDRX LABS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3602309 8100M
020783018

AUTHENTICATION: 2158624

DATE: 12-19-02

TRADEMARK
REEL: 002681 FRAME: 0517

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

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/19/2002
020783018 - 3602309**

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 Labs, LLC	Delaware
Andrx Labs, 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 LABS, 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 LABS, 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 LABS, LLC has caused this Certificate to be signed
by its Managing Member, effective the 16 day of December, 2002.

ANDRX LABS, LLC

By: Andrx Corporation, its Managing Member

By: 

Name: Scott Lodin

Title: Executive Vice President

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 19, 2002, for ANDRX LABS, LLC, A NON-QUALIFIED DELAWARE ENTITY, the surviving entity not authorized to transact business in Florida, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H02000240570. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fourth day of December, 2002

Authentication Code: 802A00067255-122402-

-1/1



CR2EO22 (1-99)

Jim Smith
Jim Smith
Secretary of State



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 24, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

The Articles of Merger were filed on December 19, 2002, for ANDRX LABS, LLC, A NON-QUALIFIED DELAWARE ENTITY, the surviving entity not authorized to transact business in Florida.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H02000240570.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 802A00067255

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANDRX LABS, INC., A FLORIDA ENTITY, P97000017505

INTO

ANDRX LABS, LLC, A NON-QUALIFIED DELAWARE ENTITY. entity not qualified
in Florida

File date: December 19, 2002

Corporate Specialist: Trevor Brumbley

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

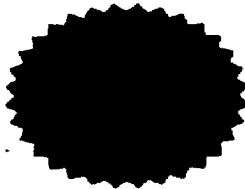
TRADEMARK
REEL: 002681 FRAME: 0522

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ANDRX LABS, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3602309 8100

020768999

AUTHENTICATION: 2147582

DATE: 12-16-02

TRADEMARK
REEL: 002681 FRAME: 0523

CERTIFICATE OF FORMATION

OF

ANDRX LABS, LLC

December 13, 2002

This Certificate of Formation pertains to the formation of ANDRX LABS, 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 LABS, LLC (the "Company").
2. The address of the Company's registered office in the State of Delaware is 9 East Loockerman 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