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Merger

OCT - 4 2016

I ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 315032 4338256

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 30, 2016

ORDER TIME : 10:31 AM

ORDER NO. : 315032-010

CUSTOMER NO: 4338256

ARTICLES OF MERGER

ANDA PHARMACEUTICALS MERGER
SUB CORP.

INTO

ANDA PHARMACEUTICALS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS:

10

FILED
2016 OCT -3 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

ANDA PHARMACEUTICALS MERGER SUB CORP.,
a Florida corporation

with and into

ANDA PHARMACEUTICALS, INC.,
a Florida corporation

OCTOBER 3, 2016

Pursuant to Sections 607.1104, 607.1105 and 607.1109 of the Florida Business Corporation Act, Anda Pharmaceuticals, Inc., a Florida corporation (the "Surviving Company"), and Anda Pharmaceuticals Merger Sub Corp., a Florida corporation (the "Merging Company"), hereby adopt and execute the following Articles of Merger, for the purpose of merging Anda Pharmaceuticals Merger Sub Corp. with and into Anda Pharmaceuticals, Inc. (the "Merger");

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified are as follows:

Name	Jurisdiction	Document Number
Anda Pharmaceuticals, Inc.	Florida	P01000056370
Anda Pharmaceuticals Merger Sub Corp.	Florida	P16000076673

SECOND: The surviving corporation in the Merger is **Anda Pharmaceuticals, Inc.**

THIRD: That a Plan of Merger, attached hereto as Exhibit A, dated as of October 3, 2016, as amended, supplemented or otherwise modified from time to time, by and among the Surviving Company and the Merging Company (the "Plan of Merger") has been executed, adopted and approved by the Merging Company and the Surviving Company in accordance with the manner prescribed by the laws of the State of Florida.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was duly adopted and approved by the constituent corporations to the Merger as follows:

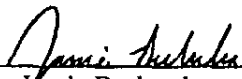
(a) The Plan of Merger was adopted by the shareholders of the Surviving Corporation on October 3, 2016; and

(b) The Plan of Merger was adopted by the shareholders of the Merging Company on October 3, 2016.

[Signatures on Next Page]

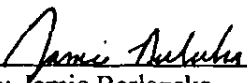
IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective duly authorized officer on the date first written above.

ANDA PHARMACEUTICALS, INC.

By: 
Name: Jamie Berlanska
Title: President

By: _____
Name: Brian Shanahan
Title: Secretary

**ANDA PHARMACEUTICALS MERGER SUB
CORP.**

By: 
Name: Jamie Berlanska
Title: President

By: _____
Name: Brian Shanahan
Title: Secretary

IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective duly authorized officer on the date first written above.

ANDA PHARMACEUTICALS, INC.

By: _____
Name: Jamie Berlanska
Title: President

By: 
Name: Brian Shanahan
Title: Secretary

**ANDA PHARMACEUTICALS MERGER SUB
CORP.**

By: _____
Name: Jamie Berlanska
Title: President

By: 
Name: Brian Shanahan
Title: Secretary

Exhibit A
Plan of Merger
See attached

PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of October 3, 2016, between Anda Pharmaceuticals, Inc., a Florida corporation, as the surviving entity ("API"), and Anda Pharmaceuticals Merger Sub Corp., a Florida corporation ("Merger Sub").

WHEREAS, Merger Sub is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock (the "Merger Sub Stock") are held by Anda Holdco Corp., a Delaware corporation (the "Merger Sub Shareholder");

WHEREAS, API is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock are held by Merger Sub ("API Shareholder"); and

WHEREAS, (i) the Merger Sub Shareholder has determined that it is in its best interest that Merger Sub shall merge with and into API, with API being the surviving entity (the "Merger"), and (ii) API and Merger Sub have approved the Merger on the terms and subject to the conditions set forth herein in accordance with the applicable provisions of the laws of the State of Florida.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

The Merger. Upon the terms and subject to the conditions hereinafter set forth and in accordance with Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), Merger Sub shall be merged with and into API and thereupon the separate existence of Merger Sub shall cease, and API, as the surviving entity (the "Surviving Entity"), shall continue to exist under and be governed by the FBCA.

Filing. API will cause articles of merger, in compliance with the provisions of applicable laws of the State of Florida, to be executed and filed with the office of the Florida Department of State (the "Articles of Merger").

Effective Date of Merger. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Governing Documents. At the Effective Time, the articles of incorporation and the by-laws of Merger Sub shall cease to exist, and the articles of incorporation and the by-laws of API shall govern the Surviving Entity according to the applicable laws of the State of Florida.

Board of Directors and Officers. The persons who are members of the board of directors of Merger Sub and the officers of Merger Sub prior to the Effective Time shall, after the Effective Time, be the members of the board of directors of the Surviving Entity and as officers of the Surviving Entity.

Effect of Merger on Outstanding Shares

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Merger Sub Stockholder, all of the Merger Sub Stock which is held immediately prior to the Effective Time shall be canceled and extinguished.

(b) All of the shares of capital stock of API immediately prior to the Effective Time shall, by virtue of the Merger and without any action by any holder thereof, either API or Merger Sub or any other person or entity, be converted into 100 shares of common stock, no par value per share, and shall represent all of the outstanding equity interest of the Surviving Entity, which will be deemed to have been transferred to Anda Holdco, Inc., a Delaware corporation, the sole shareholder of Merger Sub immediately prior to the consummation of the Merger.

(c) Shareholders of API who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 thereof, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares of API.

Effect of Merger. From and after the Effective Time, the Surviving Entity shall possess all of the assets of every kind and description, and every interest in the assets, wherever located, and all of the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of API and Merger Sub and all obligations belonging to or due to each of API and Merger Sub, all of which shall vest in the Surviving Entity at the Effective Time without further act or deed. The Surviving Entity shall be liable for all the obligations of API and Merger Sub, and any claim existing, or action or proceeding pending, by or against API or Merger Sub may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and all the rights of creditors of each of API and Merger Sub shall be preserved unimpaired.

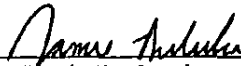
Execution, Filing and Recordation. API and Merger Sub agree that they will cause to be executed and filed and recorded any document, agreement or instrument prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts, within the State of Florida and elsewhere, to effectuate the Merger.

Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be amended or terminated and abandoned at any time prior to the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of the API Shareholder (in its capacity as the sole stockholder of API) or the Merger Sub Shareholder (in its capacity as the sole stockholder of Merger Sub), whichever the case may be. In the event of such termination and abandonment, this Agreement shall forthwith become null and void and neither party nor its respective officers, directors, managers, members or equityholders shall have any liability hereunder.

Counterparts. This Agreement may be signed in one or more counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

ANDA PHARMACEUTICALS, INC.

By: 
Name: Jamie Berlanska
Title: President

By: _____
Name: Brian Shanahan
Title: Secretary

**ANDA PHARMACEUTICALS
MERGER SUB CORP.**

By: 
Name: Jamie Berlanska
Title: President

By: _____
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