

THIS INSTRUMENT WAS PREPARED BY:
John H. Cooper, Esq.
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF DISSOLUTION
OF
SCANDIPHARM DEVELOPMENT, INC.**

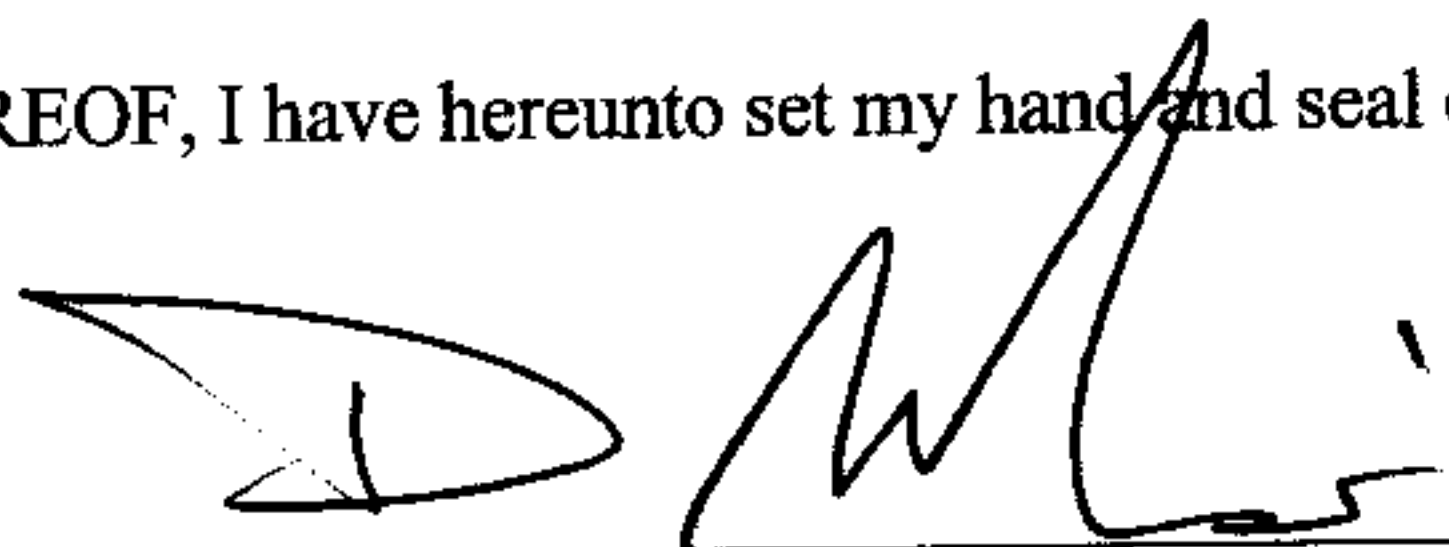
In accordance with Ala. Code §10-2B-14.02 (1975), I, David W. Mims, as President of **SCANDIPHARM DEVELOPMENT, INC.**, a corporation organized and existing under the laws of the State of Alabama, hereby state the following:

1. The name of the Corporation is Scandipharm Development, Inc.
2. The dissolution of the Corporation was authorized on April 23, 1998 by a Written Consent of the Shareholder.
3. The Written Consent authorizing the dissolution was signed by the sole Shareholder of the Corporation, and a copy of the Written Consent is attached hereto as Exhibit "A".

I further certify that these Articles of Dissolution are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such dissolution in accordance with the requirements of Alabama Code §10-2B-14.03 (1975).

I also certify that, in accordance with Alabama Code §10-2B-1.23, the dissolution of the Corporation shall be effective at the close of business on the date of filing of these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23rd day of April, 1998.



David W. Mims,
President

(SEAL)

EXHIBIT "A"

**WRITTEN CONSENT OF
THE SOLE SHAREHOLDER TO DISSOLUTION
OF
SCANDIPHARM DEVELOPMENT, INC.**

The undersigned, being the sole Shareholder of **SCANDIPHARM DEVELOPMENT, INC.**, an Alabama corporation, pursuant to Ala. Code §10-2B-14.02 (1975) hereby consents to the dissolution of the Corporation and authorizes an Officer of the Corporation to execute Articles of Dissolution, and to file the same in the Office of the Judge of Probate of Shelby County, Alabama, and to take such other and further action as may be necessary to carry out the provisions of said Act in order to effect the ultimate dissolution of the Corporation.

DATED April 23, 1998.

SCANDIPHARM, INC.

By: 

David W. Mims
Its Executive Vice President

(BEING THE SOLE SHAREHOLDER OF
THE CORPORATION)

Inst # 1998-15712

04/30/1998-15712
02:20 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
002 MEL 30.00