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JOHN M. GROWER
OF COUNSEL

October 3, 2000

FL Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Enclosed are the necessary forms and fees needed to obtain a Certificate of Authority to Transact business in your state. Should you require additional information, please contact me at 601-960-6862.

Please return any correspondence regarding this Application to me at the above address. Thank you very much for your helpful assistance.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC

Lisa K. McCord

Lisa K. McCord

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00 OCT -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LKM/tsw

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10/11

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CTEX Pharmaceuticals, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jody Varner, Esquire
(Name of Person)

Brunini, Grantham, Grower & Hewes, PLLC
(Firm/Company)

Post Office Drawer 119
(Address)

Jackson, Mississippi 39205
(City/State and Zip code)

For further information concerning this matter, please call:

Lisa K. McCord at (601) 960-6862
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CTEX Pharmaceuticals, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Mississippi 3. 64-0867544
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 01, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 01, 1998
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 148 Weisenberger Road, Suite D, Madison, MS 39110
(Principal office address)

148 Weisenberger Road, Suite D, Madison, MS 39110
(Current mailing address)

8. Pharmaceutical Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

See Attached

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See "Attachment A" for Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See "Attachment A" for Officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

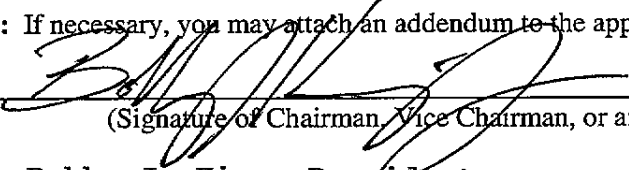
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bobby J. King, President
(Typed or printed name and capacity of person signing application)

"Attachment A"

**CTEX Pharmaceuticals, Inc.
Directors and Officers**

Directors

Bobby J. King

Max Draughn

Frank Montgomery

Dennis Thomas

Business Address

148 Weisenberger Road, Suite D, Madison, MS 39110

148 Weisenberger Road, Suite D, Madison, MS 39110

148 Weisenberger Road, Suite D, Madison, MS 39110

148 Weisenberger Road, Suite D, Madison, MS 39110

Officers

Bobby J. King

Max Draughn

Position

President, Secretary, Treasurer

CEO, Assistant Secretary, Assistant Treasurer

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TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for CTEX Pharmaceuticals, Inc., at the place designated in this application, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

C T CORPORATION SYSTEM

By: *M. S. Green*
M. S. Green, Assistant Secretary

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00 OCT -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on November 01, 1995 the state of Mississippi issued a Charter/Certificate of Authority to:

CTEX PHARMACEUTICALS, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties due to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

FILED
OCT 13 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Given under my hand
and seal of office
September 20, 2000

Eric Clark

ERIC CLARK,
Secretary of State