

F95000005305

CT CORPORATION SYSTEM

October 24, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

UNRECORDED
10/27/95 11:10:58

Re: Scandipharm, Inc.
Order #: 390928

Counsel:

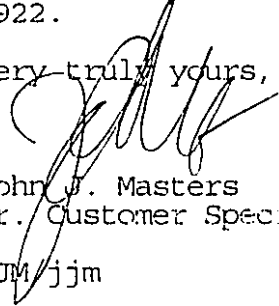
Gentlemen:

As requested by counsel, we enclose for filing qualification papers on behalf of this corporation, together with funds in payment of the required fees. This document should be filed in due course.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-241-8922.

Very truly yours,



John J. Masters
Sr. Customer Specialist

JJM/jjm

Enclosure(s)

Special Instructions:

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Scandipharm, 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. Delaware (State or country under the law of which it is incorporated) 3. 23-2639766 (FEI number, if applicable)

4. July 29, 1991 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817 156, F.S.))

7. 22 Inverness Center Parkway, Suite 310, Birmingham, Alabama 35242
(Current mailing address)

8. To engage in the transaction of any or all lawful business for which corporations may incorporate under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

John J. Masters
(Registered agent's signature) (Officer)

John J. Masters, Asst. Secy.
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles N. Wingett

Address: 22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242

Vice President: David W. Mims

Address: 22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242

Secretary: David W. Mims

Address: 22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242

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Treasurer: David W. Mims

Address: 22 Inverness Center Parkway, Suite 310

Birmingham, Alabama 35242

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

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

14. Charles N. Wingett, President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Scandipharm, Inc.**

1. Charles N. Wingett
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
2. David W. Mims
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
3. Timothy R. Russell
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
4. Richard M. Scrushy
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
5. Robert D. McCreery, Sr.
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
6. Russell H. Maddox
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
7. Charles W. Newhall, III
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242
8. David Hale
22 Inverness Center Parkway, Suite 310
Birmingham, Alabama 35242

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCANDIPHARM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

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10-13-95