



THE UNITED STATES CORPORATION COMPANY

F9900000 4727

ACCOUNT NO. : 072100000032

REFERENCE : 326282 7153514

AUTHORIZATION :

COST LIMIT :

Patricia Pignatelli \$70.00

FILED STATES
CORPORATIONS
99 AUG -6 AM 9:08

ORDER DATE : July 30, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 326282-005

CUSTOMER NO: 7153514

400002952524-9

CUSTOMER: David Moskowitz, Esq
Medical Logistics, Inc.
140 Wood Road
Suite 200
Braintree, MA 02184

w99-18271

FOREIGN FILINGS

NAME: MEDICAL LOGISTICS INC

(7)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

APR 8/6/99

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

CSC
ATTN: JEANINE REYNOLDS

SUBJECT: MEDICAL LOGISTICS, INC.
Ref. Number: W99000018271

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SECRETARY OF STATE
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ORIGINAL
SUBMIT
FILE DATE

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 099A00039926

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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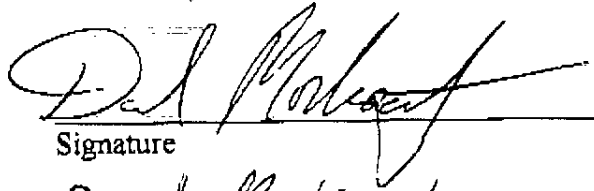
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned David Moskowitz, do hereby certify that this Resolution of the Board of Directors of Medical Logistics, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was adopted on September 9, 1999.

Be it resolved, that Medical Logistics, Inc., organized and existing in the State of Delaware, hereby adopts the name Medical Logistics (of NJ), Inc. for use in Florida.

Dated: September 9, 1999



Signature

David Moskowitz

Print name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Medical Logistics, 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 3. 22-3554791
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 17, 1997 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)

7. 999 Riverview Drive, Suite 304
Totowa, NJ 07512
(Current mailing address)

8. Transportation and logistics services for health care industry
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

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.

Corporation Service Company
By: Kathrine Jean LeBlanc Asst. V/P
(Registered agent's signature)
Kathrine Jean LeBlanc Asst. VP

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: (Street address ONLY - P.O. Box NOT acceptable)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David Moskowitz, Sr. V.Pres, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

Officers / Directors Rider

<u>Name</u>	<u>Office</u>	<u>Address</u>
Terry R. Thompson	Chief Executive Officer & Chairman of the Board	999 Riverview Dr., Suite 304 Totowa, NJ 07512
James Marden	Sr. Exec. V.P. - Corp. Dev. & Director	999 Riverview Dr., Suite 304 Totowa, NJ 07512
Kenneth R. Newell	Consultant & Director	999 Riverview Dr., Suite 304 Totowa, NJ 07512
Austin Broadhurst, Jr.	Director	Korn/Ferry International One Landmark Square Stamford, CT 06901
Michael J. Kluger	Director	Liberty Partners 1177 Avenue of the Americas New York, NY 10036
Steven Fisher	Director	Liberty Partners 1177 Avenue of the Americas New York, NY 10036
C. Ted Paff	Director	Acacia Venture Partners 101 California St., Suite 3160 San Francisco, CA 94111
John DiPace	Exec. V.P. - Corp. Serv.	999 Riverview Dr., Suite 304 Totowa, NJ 07512
Robert Appis	Exec. V.P. - Field Ops.	999 Riverview Dr., Suite 304 Totowa, NJ 07512
David Moskowitz	Sr. V.P., Gen'l Counsel & Sec'y	999 Riverview Dr., Suite 304 Totowa, NJ 07512

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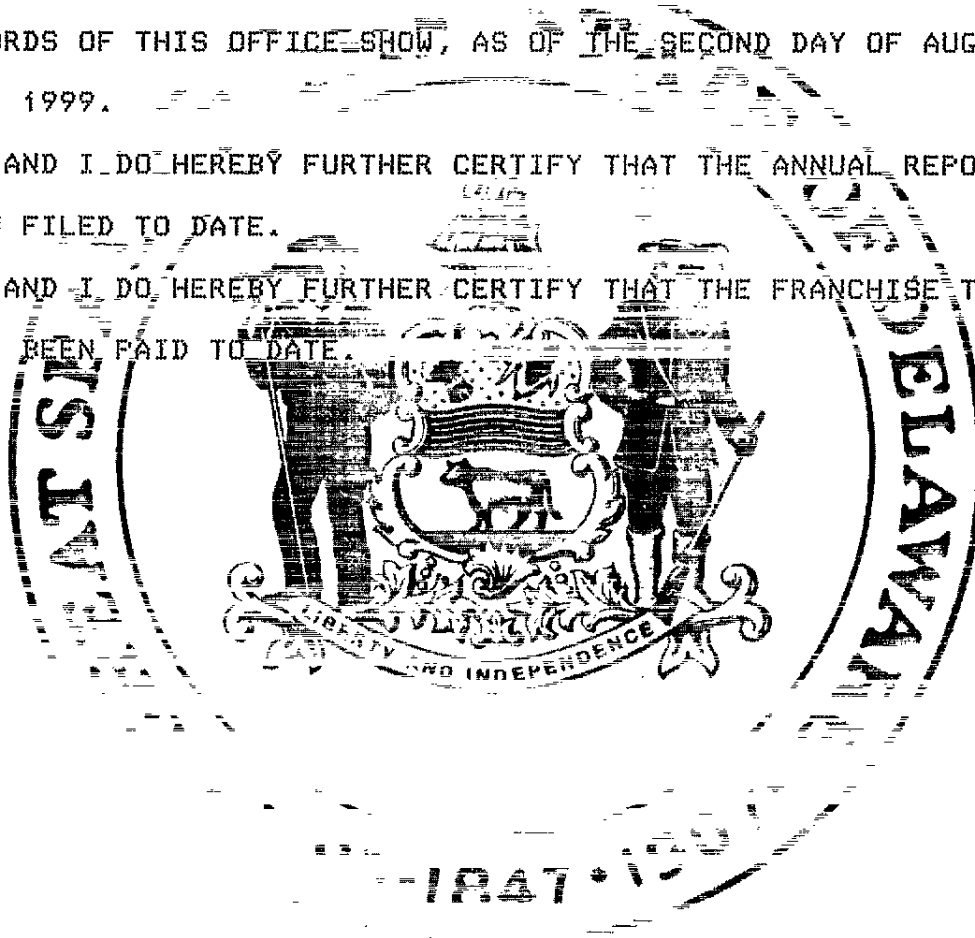
State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDICAL LOGISTICS, 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 SECOND DAY OF AUGUST, A.D. 1999.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2822947 8300

991316857

AUTHENTICATION: 9897242

DATE: 08-02-99