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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 623869 4727217

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 14, 2002

ORDER TIME : 11:12 AM

ORDER NO. : 623869-005

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
Salem Saxon, P.a.
Suite 3200, Bank Of America
101 East Kennedy Boulevard
Tampa, FL 33602

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FOREIGN FILINGS

NAME: AMERICAN PRESCRIPTION
OF NEW YORK, INC.

XXXX QUALIFICATION (TYPE: CO)

000005767100--0

-06/14/02--01041--004

*****78.75 *****78.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

W02-17431

J. BRYAN JUN 20 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2002

CSC

SUBJECT: AMERICAN PRESCRIPTION PROVIDERS, INC.
Ref. Number: W02000017431

We have received your document for AMERICAN PRESCRIPTION PROVIDERS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office 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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 802A00039130

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

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1. AMERICAN PRESCRIPTION PROVIDERS OF NEW YORK, 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. NEW YORK 3. 06-1528701
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/23/98 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(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. 50 Republic Road, Melville, New York 11747-4215
(Principal office address)
- c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609
(Current mailing address)

- FOR ANY AND ALL PURPOSES PERMITTED BY LAW IN FLORIDA AND NEW YORK
8. _____
(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
(City) (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 **Brian Courtney**
Asst. V. Pres.
(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: Francis E. O'Donnell, Jr., M.D.

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

Vice Chairman: _____

Address: _____

Director: Dennis L. Ryll, M.D.

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

Director: R. Scott Jones

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

B. OFFICERS

President: President and Chief Executive Officer: R. Scott Jones

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

Vice President: _____

Address: _____

Secretary: David L. Redmond

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

Treasurer: Chief Financial Officer: David L. Redmond

Address: c/o Accentia, Inc., 5310 Cypress Center Drive, Suite 101, Tampa FL 33609

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

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

14. David Redmond, as Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

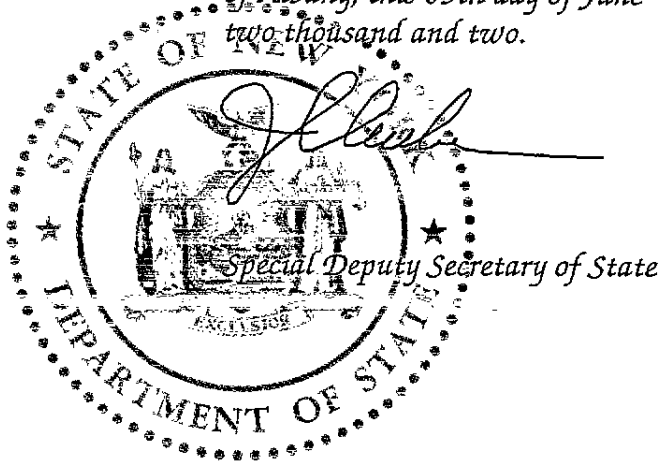
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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of AMERICAN PRESCRIPTION PROVIDERS OF NEW YORK, INC. was filed on 10/23/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of June
two thousand and two.



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