



FO20000003829

ACCOUNT NO. : 072100000032

REFERENCE : 623869 4727217

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 14, 2002

ORDER TIME : 11:14 AM

ORDER NO. : 623869-010

CUSTOMER NO: 4727217

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

FOREIGN FILINGS

000005891430-- 0
-06/20/02--01050--011
*****78.75 *****78.75

NAME: AMERICAN PRESCRIPTION
PROVIDERS, INC.

6/20

XXXX QUALIFICATION (TYPE: CO)

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: JB
7-20-02

02 JUN 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

602 18076
J. BRYAN JUN 20 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2002

CSC

SUBJECT: AMERICAN PRESCRIPTION PROVIDERS, INC.
Ref. Number: W02000018076

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: 002A00040029

02 JUN 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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. AMERICAN PRESCRIPTION PROVIDERS, 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. 54-1915869
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/08/98 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. 5310 Cypress Center Drive, Suite 101, Tampa FL 33609
(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 DELAWARE

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

(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.

02 JUN 98 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Salem Saxon, P.A.
ATTORNEYS AT LAW

Bank of America Plaza
101 E. Kennedy Blvd., Suite 3200
Tampa, FL 33602
tel 813.224.9000 / fax 813.221.8811

Tampa
Orlando
Tallahassee
Washington D.C.
Affiliate - Costa Rica

July 24, 2002

Diane or Joey
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL: 32399

Re: American Prescription Providers, Inc.
Our File No. 013649.01000

Dear Diane:

On behalf of our clients, American Prescription Providers, Inc. and American Prescription Providers of Florida, Inc., we hereby confirm that American Prescription Providers, Inc. and American Prescription Providers of Florida, Inc. are related entities with the same Board of Directors. It is our understanding that, upon receipt of this letter and resubmission of the qualification application, American Prescription Providers, Inc. will be qualified to conduct business in Florida and the qualification will be effective today.

Thank you for your courtesy and attention to this matter. With kindest personal regards, I am

Very truly yours,

SALEM SAXON, P.A.

Jozette V. Chack-On

JVC/pa

Cc: CSC
David Redmond
R. Scott Jones

02 JUN 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

A. DIRECTORS

Chairman: Francis E. O'Donnell, Jr.

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)

FILED
AND
APPROVED
12 JUN 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

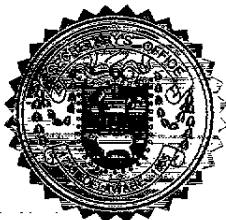
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN PRESCRIPTION PROVIDERS, 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 TWENTY-FOURTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN PRESCRIPTION PROVIDERS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JULY, A.D. 1998.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2921361 8300

AUTHENTICATION: 1899862

020471847

DATE: 07-24-02