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9/10 FOR CORP CC

(5)

ACCOUNT NO. : 072100000032

REFERENCE : 737636 4300043

AUTHORIZATION :

Patricia Pajuta

MJH

COST LIMIT : \$ 78.75

ORDER DATE : September 10, 2002

ORDER TIME : 10:29 AM

ORDER NO. : 737636-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway
Room 2361
New York, NY 10036-8299

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TALLAHASSEE FLORIDA

FOREIGN FILINGS

500007632895--9

NAME: EXPRESS-MED, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

FILED
02 SEP 10 PM 1:57
TALLAHASSEE FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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. EXPRESS-MED, 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. OHIO 3. 31-1412983
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 28, 1994 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. 6530 WEST CAMPUS OVAL, NEW ALBANY, OH 43054
(Principal office address)

6530 WEST CAMPUS OVAL, NEW ALBANY, OH 43054
(Current mailing address)

8. SALE/DISTRIBUTION OF PHARMACEUTICAL PRODUCTS
(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)

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SECRETARY OF STATE
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.

Corporation Service Company

(Registered agent's signature)

Patricia Pizzuto

**Patricia Pizzuto
Asst. Secretary**

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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

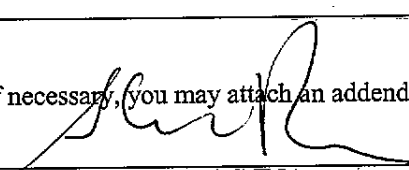
Secretary: _____

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. STEPHEN RUBIN, SECRETARY
(Typed or printed name and capacity of person signing application)

Attachment #1

Express-Med, Inc.

Officers:

Name	Title	Business Address
Howard Deutsch	Chairman	19 Tanglewood Drive Titusville, NJ 08560
Kevin Pawlowski	President	615 S. Ware Boulevard Tampa, FL 33619
Jeffrey E. Scholes	Chief Financial Officer	6530 West Campus Oval New Albany, OH 43054
Stephen W. Rubin	Secretary	1585 Broadway, 22nd Floor New York, NY 10036

Directors:

Name	Business Address
Howard Deutsch	19 Tanglewood Drive Titusville, NJ 08560
Kevin Pawlowski	615 S. Ware Boulevard Tampa, FL 33619
Thomas C. Dircks	535 Madison Avenue New York, NY 10022
A. Lawrence Fagan	535 Madison Avenue New York, NY 10022
Jay Gates	535 Madison Avenue New York, NY 10022

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show EXPRESS-MED, INC., an Ohio corporation, Charter No. 877278, having its principal location in Columbus, County of Franklin, was incorporated on July 28, 1994 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 6th day of September, A.D. 2002*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2002249SA5410