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F96000003067

CI CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

10000186521
-06/18/96--0117--025
*****70.00 *****70.00

Medeva Americas Inc.

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

**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. Medeva American 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. 75-2573515 (FEI number, if applicable)
4. December 23, 1994 (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. c/o The Corporation Trust Company, 1209 Orange Street, Wilmington,
Delaware 19801
(Current mailing address)
8. Generally to deal in and with all kinds of pharmaceutical, cosmetic, toilet,
chemical and medicinal preparations and materials.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

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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

Margaret Bertosen
(Registered agent's signature) (Officer)

Margaret Bertosen, Assistant Secretary
(Type Name and Title of Officer)

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: see attached list of officers

Address: _____

Vice President: _____

Address: _____

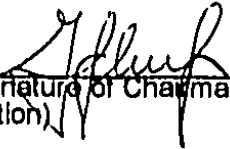
Secretary: _____

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. Gerald H. Schulze, 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
Medeva Americas Inc.**

1. Dr. Terrance C. Coyne
4550 Buckingham Road
Fort Worth, Texas 76155-2299
2. Gayle M. Doffin
4550 Buckingham Road
Fort Worth, Texas 76155-2299
3. Edward Griffith
4550 Buckingham Road
Fort Worth, Texas 76155-2299
4. D. Jaffoy Keyser
4550 Buckingham Road
Fort Worth, Texas 76155-2299
5. Gerald H. Schulze
4550 Buckingham Road
Fort Worth, Texas 76155-2299
6. Benjamin A. Shepherd
4550 Buckingham Road
Fort Worth, Texas 76155-2299
7. Bruce W. Simpson
4550 Buckingham Road
Fort Worth, Texas 76155-2299
8. John M. Wynne
4550 Buckingham Road
Fort Worth, Texas 76155-2299
9. Peter R. Young
4550 Buckingham Road
Fort Worth, Texas 76155-2299

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

**Officers of
Medeva Americas Inc.**

1. Dr. Terrance C. Coyne, VP, Clinical & Reg. Affairs
4550 Buckingham Road
Fort Worth, Texas 76155-2299
2. D. Jeffrey Keysor, VP, Regulatory Affairs
4550 Buckingham Road
Fort Worth, Texas 76155-2299
3. Gerald H. Schulze, President
4550 Buckingham Road
Fort Worth, Texas 76155-2299
4. Peter R. Young, VP, Finance & Administration, Secretary
4550 Buckingham Road
Fort Worth, Texas 76155-2299
5. Mark G. Hardy, Assistant Secretary
4550 Buckingham Road
Fort Worth, Texas 76155-2299
6. Anne P. Hyland, Intl. Financial Controller
4550 Buckingham Road
Fort Worth, Texas 76155-2299

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDEVA AMERICAS 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 JUNE, A.D. 1996.

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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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7985308

DATE:

06-13-96

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Medeva Americas Inc.

97 OCT -7 9H 4: 12
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TALLAHASSEE, FLORIDA

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W.P. Verifier

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per
Connie*

*10/8
Jon
Withdrawal*

97 OCT -7 2:11:45
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Nedova Americana Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

97 OCT -7 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

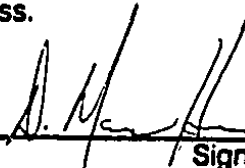
755 Jefferson Road, P. O. Box 1710

(Mailing Address)

Rochester, New York 14603

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

10/1/77
Date

D. Marc Havis

Typed or printed name

Director, Corporate Taxation

Title