



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 131812 6099A

AUTHORIZATION :

Patricia Pizant
7895

COST LIMIT : \$ 35.00

ORDER DATE : February 11, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 131812-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Glenda Bush-walker
Moyle Flanigan Katz Fitzgerald
P. O. Box 3888

West Palm Beach, FL 33402

99 FEB 23 PM 2:33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: MEDPHARM, INC.

7000002782977--2

W99-4468

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

99 FEB 22 PM 12:50
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 23, 1999

CSC

SUBJECT: MEDPHARM, INC.
Ref. Number: W99000004463

RESUBMIT

Please give original
submission date as file date.

RESUBMIT

Please give original
submission date as file date.

*Michael - Please issue a
good standing. Please
consider this authorization
to*

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.

*change
the cost
limit
for this
filing.*

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

Thanks!

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00008167

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Joseph Trentin, do hereby certify
(Name)

that this Resolution of the Board of Directors of MEDPHARM INC., a Delaware corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on February 24, 19 99

Be it resolved, that MEDPHARM INC.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

MEDPHARM OF PALM BEACH COUNTY, INC. for use in Florida

Dated: February 24, 1999


Signature of either Chairman, Vice Chairman or any officer

Joseph Trentin, Vice President

Type or print name

TMH01964000

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**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. MedPharm, 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. 52-1910090
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Upon Qualification 5. In perpetuity
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2/5/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1776 K Street NW, Suite 700, Washington, DC 20006-2304

(Current mailing address)

8. All legal purposes
(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: Michael J. Sabatello, IV, Esquire

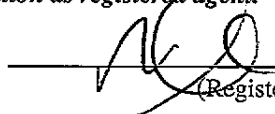
Office Address: 625 N. Flagler Drive, 9th Floor
West Palm Beach, Florida, 33401
(Zip code)

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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.


(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Andrew Koval

Address: 1776 K. ST. NW #808

Washington DC 20006

Director: Joseph Trentin

Address: 1776 K. ST. NW #808

Washington DC 20006

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

President: Andrew J. Koval

Address: 1776 K Street NW, Suite 700

Washington, DC 20006-2304

Vice President: Joseph Trentin

Address: 1776 K Street NW, Suite 700

Washington, DC 20006-2304

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. JOSEPH TRENTIN

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDPHARM 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 1999.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Edward J. Freel

Edward J. Freel, Secretary of State

2440147 8300

991063813

AUTHENTICATION:

DATE:

9583381

02-18-99