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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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-08/27/99--01062--021
*****70.00 *****70.00

300002972233--4
-08/27/99--01062--022
*****8.75 *****8.75

Horizon Pharmaceuticals, Inc.

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. HORIZON Pharmacies, 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. 75-2441557
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/27/98 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)

7. 531 ^W N. Main Street
Denison, Texas
(Current mailing address)

8. Owner and operator of pharmacies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T CORPORATION SYSTEM
Office Address: 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
(Registered agent's signature) 
Steven C. Patterson
Special Assistant 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.

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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: Ricky D. McCord, R.Ph.

Address: 531 W. Main Street, Denison, Texas 75020

Director
~~Vice Chairman~~: Charlie K. Herr, R.Ph.

Address: 531 W. Main Street,
Denison, Texas 75020

Director: John N. Stogner

Address: 531 W. Main Street
Denison, Texas 75020

Director: Philip H. Yeilding

Address: 531 W. Main Street
Denison, Texas 75020

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

President/CEO Ricky D. McCord, R.Ph.

Address: 531 W. Main Street
Denison, Texas 75020

Vice President: _____

Address: _____

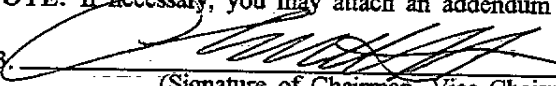
Secretary: Charlie K. Herr, R.Ph.

Address: 531 W. Main Street
Denison, Texas 75020

CFO & Treasurer: John N. Stogner

Address: 531 W. Main Street
Denison, Texas 75020

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. Charlie K. Herr Director and Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

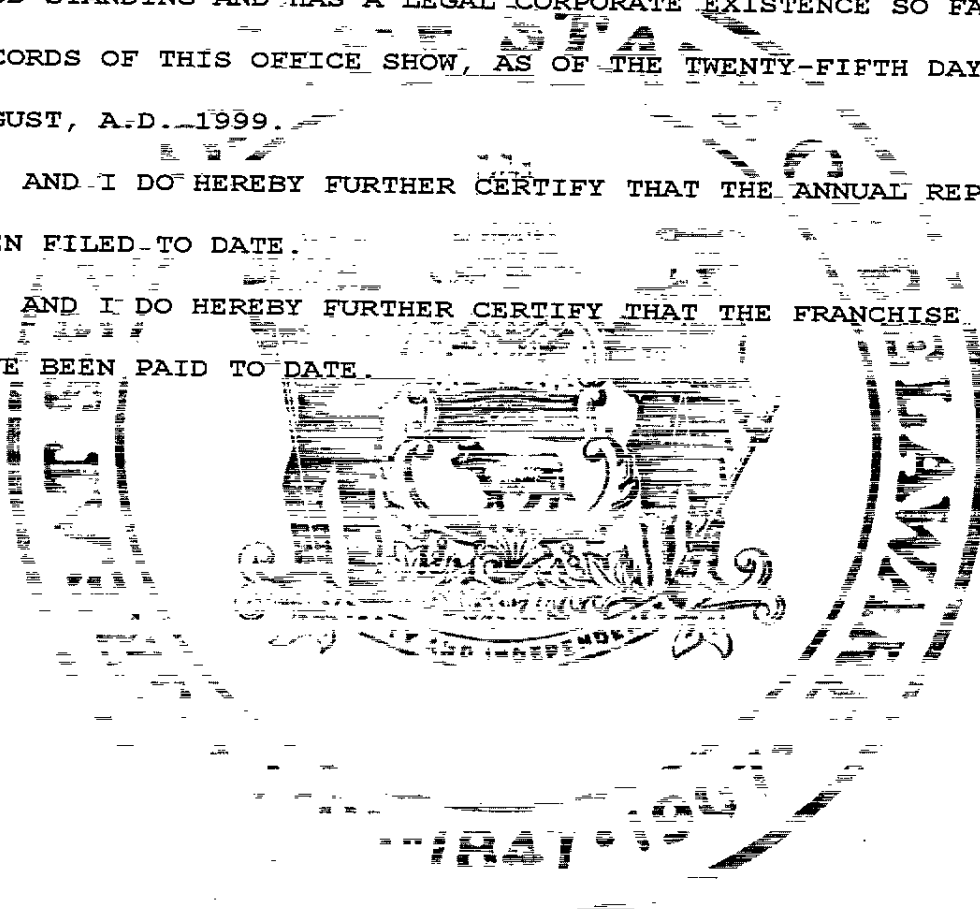
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HORIZON PHARMACIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1999.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2888669 8300

991355127

AUTHENTICATION:

9938694

DATE:

08-25-99