

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

MIM CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

050489664

(State of Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

ONE BLUE HILL PLAZA  
PEARL RIVER, NEW YORK

10965

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

NONE

NOT APPLICABLE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the outstanding shares of Common Stock entitled to vote in any election of directors may elect all the directors standing for election. Holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Company's Board of Directors out of funds legally available therefor. Upon the liquidation, dissolution or winding up of the Company, holders of Common Stock are entitled to receive ratably the net assets of the Company available for distribution after the payment of, or adequate provision for, all debts and other liabilities of the Company. Holders of Common Stock have no preemptive, subscription, redemption, sinking fund or conversion rights. Immediately upon consummation of the Offering, all of the then outstanding shares of Common Stock will be validly issued, fully paid and nonassessable by the Company.

Item 2. Exhibits.

Exhibits Number -----	Description -----	Location -----
1.	Specimen Stock Certificate	(1)
2.	Amended and Restated Certificate of Incorporation of the Company	(2) (Exh. 3.1)
3.	Bylaws of the Company	(2) (Exh. 3.2)

(1) Filed herewith.

(2) Incorporated by reference to the indicated exhibit to the Company's Registration Statement on Form S-1 (File No. 333-05327).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MIM CORPORATION

Date: August 1, 1996

By: /s/ Richard H. Friedman  
-----  
Richard H. Friedman  
Chief Operating Officer

NUMBER  
MIM

SHARES

MIM CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

COMMON STOCK

COMMON STOCK  
CUSIP 553044 10 8

SEE REVERSE FOR CERTAIN DEFINITIONS

=====  
This is to certify that

is the owner of

=====  
FULLY-PAID AND NON-ASSESSABLE SHARES, PAR VALUE \$.0001 PER SHARE, OF THE  
COMMON STOCK OF

MIM Corporation (the "Corporation") transferable on the books of the Corporation  
in person or by duly authorized attorney upon surrender of this Certificate  
properly endorsed. This Certificate is not valid unless countersigned by the  
Transfer Agent and registered by the Registrar.

Witness the seal of the Corporation and the facsimile signatures of its  
duly authorized officers.

Dated: MIM CORPORATION  
CORPORATE  
SEAL  
1996  
DELAWARE

/s/ John H. Klein  
CHAIRMAN OF THE BOARD AND  
CHIEF EXECUTIVE OFFICER

/s/ John E. Stoddard III  
SECRETARY

COUNTERSIGNED AND REGISTERED:  
AMERICAN STOCK TRANSFER & TRUST COMPANY  
(New York, New York) TRANSFER AGENT  
AND REGISTRAR

BY  
AUTHORIZED OFFICER

MIM CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A COPY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF, WHICH THE CORPORATION IS AUTHORIZED TO ISSUE, AND THE QUALIFICATION, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST MAY BE MADE TO THE CORPORATION OR THE TRANSFER AGENT.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN OR DESTROYED THE COMPANY WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - _____	Custodian_____
TEN ENT - as tenants by the entireties		(Cust) _____ (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act _____
		(State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

/ /

-----  
(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)  
-----

-----  
shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_

NOTICE: \_\_\_\_\_  
THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

SIGNATURE(S) GUARANTEED:

-----  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17AD-15.