

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) on March 17, 2003 was \$10,478,970, based on the last sale price as reported by The Nasdaq Stock Market.

As of March 17, 2003, the registrant had 16,184,486 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required in Part III of this Annual Report on Form 10-K, filed on March 20, 2003 is incorporated from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 19, 2003.

Explanatory Note

This amendment is being filed to add a date and clarify language in the Consent of Eisner LLP, which was filed as Exhibit 23.2 to the Annual Report on Form 10-K filed on March 20, 2003.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a)(3) Exhibits

23.2 -- Consent of Eisner LLP

99.1 -- Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

99.2 -- Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXEGENICS INC.

By: /s/ RONALD L. GOODE

Name: Ronald L. Goode
Title: Chairman, President and
Chief Executive Officer

Date: April 8, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

<Table>

<Caption>

	SIGNATURES	TITLE	DATE
<S>	-----	----	----
<C>	<C>	<C>	<C>
By:	/s/ RONALD L. GOODE	Director, President and Chief Executive Officer	April 8, 2003
	----- Ronald L. Goode	(Principal Executive Officer)	
By:	/s/ DAVID E. RIGGS	Vice President, Finance	April 8, 2003
	----- David E. Riggs	(Chief Financial Officer)	
By:	/s/ JOSEPH M. DAVIE	Director	April 8, 2003

Joseph M. Davie

By: /s/ ROBERT J. EASTON Director April 8, 2003

Robert J. Easton

By: /s/ GARY E. FRASHIER Director April 8, 2003

Gary E. Frashier

By: /s/ IRA J. GELB Director April 8, 2003

Ira J. Gelb

By: /s/ IRWIN C. GERSON Director April 8, 2003

Irwin C. Gerson

By: /s/ WALTER M. LOVENBERG Director April 8, 2003

Walter M. Lovenberg

</Table>

INDEX TO EXHIBITS

<Table>

<Caption>

EXHIBIT

NUMBER DESCRIPTION

<S> <C>

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EXHIBIT 23.2

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-59490) pertaining to the 2000 Stock Option Plan of eXegenics Inc., formerly Cytoclonal Pharmaceuticals, Inc., the Registration Statement (Form S-8 No. 333-11691) pertaining to the 1996 Stock Option Plan of eXegenics Inc., the Registration Statement (Form S-8 No. 333-86201) pertaining to the 1996 Stock Option Plan of eXegenics Inc., the Registration Statement (Form S-8 No. 333-37049) pertaining to the 1992 Stock Option Plan of eXegenics Inc., the Registration Statement (Form S-3 No. 333-66003), the Registration Statement (Form S-3 No. 333-33838) and the Registration Statement (Form SB-2 No. 333-91802) and related prospectuses of our report dated March 2, 2001, with respect to our audit of the financial statements for the year ended December 31, 2000 of eXegenics Inc included in the Annual Report (Form 10-K) for the year ended December 31, 2002.

Also, we consent to the reference to our firm in the experts section in the Registration Statements on Form S-3 and SB-2.

/s/ Eisner LLP (formerly Richard A. Eisner & Company, LLP)

New York, New York
March 14, 2003

EXHIBIT 99.1

eXegenics INC.

CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ronald L. Goode, certify that:

1. I have reviewed this annual report on Form 10-K/A of eXegenics Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ RONALD L. GOODE

Ronald L. Goode
Chairman, President and Chief
Executive Officer

Date: April 8, 2003

eXegenics INC.

CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David E. Riggs, certify that:

1. I have reviewed this annual report on Form 10-K/A of eXegenics Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ DAVID E. RIGGS

David E. Riggs
Vice President
Chief Financial Officer

Date: April 8, 2003

EXHIBIT 99.2

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18,
UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of eXegenics, Inc., (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002 (the "Form 10-K/A") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 8, 2003 Ronald L. Good

Chairman, President and Chief Executive Officer

Dated: April 8, 2003 David E. Riggs

Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.