

State of Idaho

Office of the Secretary of State

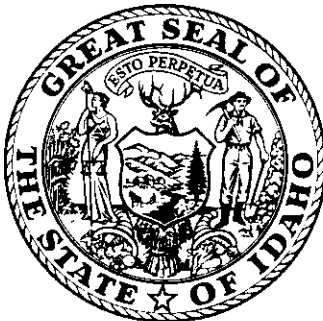
**CERTIFICATE OF AUTHORITY
OF
PHARMERICA DRUG SYSTEMS, INC.**

File Number C 152137

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 16 December 2003



Ben Yursa

SECRETARY OF STATE

By *Sally Loyal*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFL

DEC 16 PM 2:15
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Pharmerica Drug Systems, Inc.

2. The name which it shall use in Idaho is: Pharmerica Drug Systems, Inc.

3. It is incorporated under the laws of: Maryland

4. Its date of incorporation is: 9/22/1980

5. The address of its principal office is:

175 Kelsey Lane, Tampa, FL 33619

6. The address to which correspondence should be addressed, if different from item 5, is:

P.O. Box 959, Valley Forge, PA 19482

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

and its registered agent in Idaho at that address is: C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Exhibit A</u>		

Dated: December 12, 2003

Signature: *William D. Sprague*

Typed Name: William D. Sprague

Capacity: Senior Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

p:\year\forms\corp
forms\app\for\cert\authority_profl.pmb
Revised 07/2002

IDAHO SECRETARY OF STATE
12/16/2003 05:00
CK: 3410106550 CT: 15818 BH: 717020
1 @ 100.00 = 100.00 AUTH PRO # 2

ID020 - 08/16/02 C T System Online

C 152137

Exhibit A

Directors

William G. Shields – 175 Kelsey Lane, Tampa, FL 33619

David A. Weidner - 175 Kelsey Lane, Tampa, FL 33619

Officers

William G. Shields, President

175 Kelsey Lane, Tampa, FL 33619

David A. Weidner, Senior Vice President & Chief Financial Officer

175 Kelsey Lane, Tampa, FL 33619

John Scheels, Vice President, General Counsel & Assistant Secretary

175 Kelsey Lane, Tampa, FL 33619

William D. Sprague, Senior Vice President & Secretary

1300 Morris Drive, Chesterbrook, PA 19087-5594

Daniel T. Hirst, Assistant Secretary

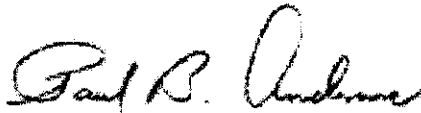
1300 Morris Drive, Chesterbrook, PA 19087-5594

STATE OF MARYLAND
Department of Assessments and Taxation

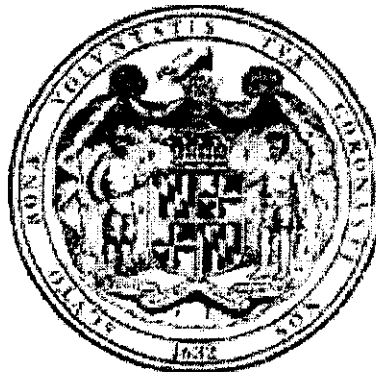
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PHARMERICA DRUG SYSTEMS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 15, 2003.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

R2686831