



Department of State.

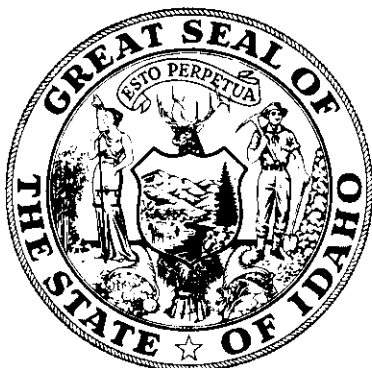
**CERTIFICATE OF AUTHORITY
OF**

ONNICARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ONNICARE, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **ONNICARE, INC.** to transact business in this State under the name **ONNICARE, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 29**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

APR 29 8 24 AM '81
SECRETARY OF STATE

1. The name of the corporation is OMNICARE, INC.
2. *The name which it shall use in Idaho is OMNICARE, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 15, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth St., Wilmington, Delaware 19801
c/o The Corporation Trust Company
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

(SEE ATTACHED RIDER)

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

Name	Office	Address
<u>(SEE ATTACHED RIDER)</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 17, 19 81

By John L. Kenrich
OMNICARE, INC.
Its Vice President

and Richard N. P. Stewart
Its Assistant Secretary

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

I, Eileen J. McDermott, a notary public, do hereby certify that on this 17th day of April, 19 81, personally appeared before me John L. Kenrich, who being by me first duly sworn, declared that he is the Vice President of OMNICARE, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

EILEEN J. McDERMOTT
Notary Public, State of Ohio
My Commission Expires Feb. 6, 1986

Eileen J. McDermott
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OMNICARE, INC.

PURPOSES

To design, patent, manufacture, purchase, lease, sell, import and export medical, veterinary, dental and pharmaceutical products, devices, supplies, drugs, chemicals and gases, including respiratory, anesthesia and related equipment supplies and services for use by hospitals, physicians, health care institutions and individuals; to operate inhalation therapy departments and pharmaceuticals dispensing departments in hospitals and other health care institutions; and to design, patent, manufacture, purchase, lease, sell, import and export oxygen and other gases and containers thereof and related equipment and appliances for industrial and commercial purposes.

To manufacture, mine, grow, extract, develop, purchase, lease, exchange, import, produce and otherwise acquire, to own, hold, use, process and treat, to sell, export, pledge, mortgage or otherwise encumber, exchange, distribute, lease and otherwise dispose of, and generally to invest, trade and deal in and with goods, wares, articles, merchandise, materials, products, commodities, natural resources and substances of every class, kind, character and description including, but not limited to, chemical substances and compounds, pharmaceuticals, drugs, foodstuffs and agricultural, forestry and animal products and produce, and all goods, wares, articles, merchandise, materials and substances directly or indirectly derived or produced by or from, useful in connection with the manufacture or production of or in any way related to any of the foregoing.

OFFICERS AND DIRECTORS
OF
OMNICARE, INC.

<u>DIRECTORS</u>			
<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>POSITION</u>	<u>TERM EXPIRES</u>
Edward L. Hutton	6680 Miralake Drive Cincinnati, OH 45243	Director	
William F. Johnson	3521 Traskwood Circle Cincinnati, OH 45208	Director	(Annually, and until successor is elected and qualified.)
John L. Kenrich	423 Compton Road Cincinnati, OH 45215	Director	

<u>OFFICERS</u>			
<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>POSITION</u>	<u>TERM EXPIRES</u>
Edward L. Hutton	6680 Miralake Drive Cincinnati, OH 45243	President	
John L. Kenrich	423 Compton Road Cincinnati, OH 45215	Vice President & Secretary	
Joel F. Gemunder	5910 Sentinel Ridge Cincinnati, OH 45243	Vice President	(Annually, and until successor is elected and qualified.)
Judy K. O'Steen	8155 Kroger Farm Road Cincinnati, OH 45243	Treasurer	
Mark J. Hanket	4925 Nighthawk Drive Cincinnati, OH 45239	Assistant Secretary	
Richard N.P. Stewart	211 Greendale Avenue Cincinnati, OH 45220	Assistant Secretary	

CERTIFICATE OF INCORPORATION
OF
OMNICARE, INC.

APR 29 8 24 AM '81
SECRETARY OF STATE

1. The name of the corporation is OMNICARE, INC.
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

- 5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
M. A. Ferrucci	100 West Tenth Street Wilmington, Delaware 19801

- 5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
E. L. Hutton	1200 DuBois Tower Cincinnati, Ohio 45202
W. F. Johnson	1200 DuBois Tower Cincinnati, Ohio 45202
J. L. Kenrich	1200 DuBois Tower Cincinnati, Ohio 45202

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this **15th** day of **January,** 1981.

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

M. A. Ferrucci

M. A. Ferrucci



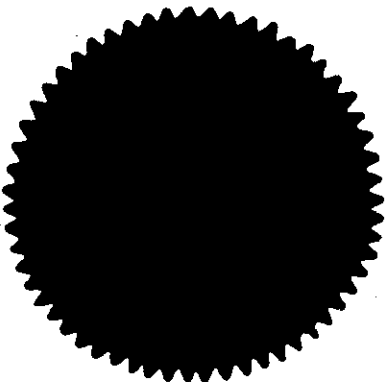
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of the "OMNICARE, INC.", as received and filed in this
 office the fifteenth day of January, A.D. 1981, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirty-first *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State