

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

\* \* \* \*

OMNICARE, INC. ; a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said corporation on March 3, 1983 a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of this corporation be amended by changing the Fourth Article thereof so that, as amended said Article shall be and read as follows:

The total number of shares of stock which the Corporation shall have authority to issue is Twenty-Three Million (23,000,000), of which Twenty-Two Million (22,000,000) shares of the par value of One Dollar (\$1.00) each amounting in the aggregate to Twenty-Two Million Dollars (\$22,000,000) shall be common stock and of which One Million (1,000,000) shares without par value shall be preferred stock.

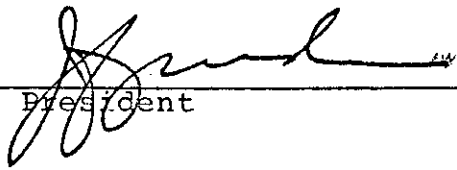
SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of

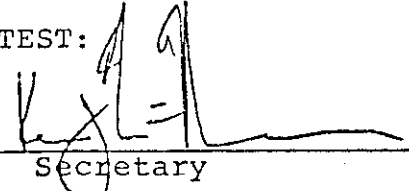
Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

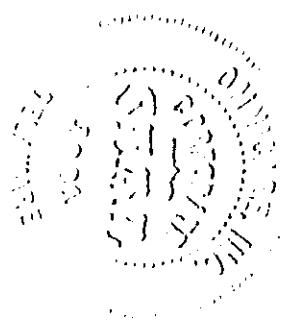
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Omnicare, Inc. has caused this certificate to be signed by Joel F. Gemunder, its President, and attested by Kevin J. McNamara, its Secretary, this 16th day of May, 1983.

OMNICARE, INC.

By   
President

ATTEST:  
By   
Secretary





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SECRETARY STATE

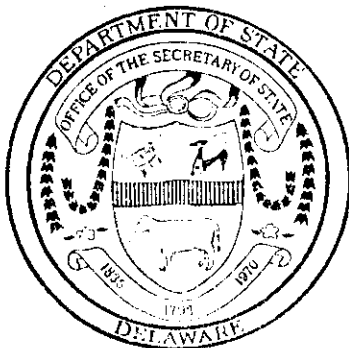
# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment

filed in this office on May 17, 1983



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *Kraggs*

DATE: July 20, 1983