

Filing Fee: \$20.00

ID Number: 82927



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

**STATEMENT OF CHANGE OF SPECIFIED OFFICE
AND/OR REGISTERED AGENT**

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:
ASCO HEALTHCARE OF NEW ENGLAND LIMITED PARTNERSHIP
2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
(Applicable to domestic limited partnerships only)
3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:
(Applicable to domestic limited partnerships only)
4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent for service of process is:
Corporation Service Company
6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
7. The NEW address of the registered agent is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888

Under penalty of perjury, I declare that the information contained herein is true and correct.

ASCO HEALTHCARE OF NEW ENGLAND LIMITED PARTNERSHIP

Print Name of Limited Partnership

By Maurcen Cullen
General Partner

Maurcen Cullen, Attorney In Fact on behalf of Asco
Healthcare of New England, Inc. GP

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By 1287135

GMM

STATE OF Kentucky,
COUNTY OF Kenton

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Regis T. Robbins, the Secretary of NeighborCare, Inc. ("the Company"), a Corporation established under the laws of Pennsylvania, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

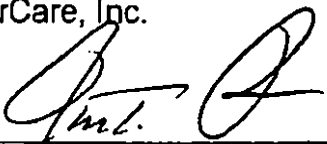
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Regis T. Robbins, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 8th day of December, 2005.

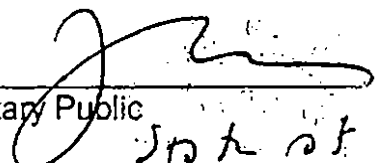
NeighborCare, Inc.

BY:



Regis T. Robbins
Secretary

Subscribed and sworn to before me this 8th day of December, 2005



Notary Public

John A. Goy
G-1206

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By GMA

NEIGHBORCARE, INC., subsidiaries

ACCUMED, INC.
ALLIANCE PHARMACY SERVICES, LLC
ASCO HEALTHCARE, INC.
ASCO HEALTHCARE PHARMACY
ASCO HEALTHCARE OF NEW ENGLAND, INC.
ASCO HEALTHCARE OF NEW ENGLAND LIMITED PARTNERSHIP
AUTOMATED HOMECARE SYSTEMS, LLC
CAPITAL HOME INFUSION
CAPITOL HOME INFUSION, INC.
CARE4, L.P.
CARECARD, INC.
COMPASS HEALTH SERVICES, INC.
EASTERN MEDICAL SUPPLIES, INC.
EASTERN REHAB SERVICES, INC.
ENCARE OF MASSACHUSETTS, INC.
GENEVA SUB, INC
HEALTHOBJECTS CORPORATION
HORIZON MEDICAL EQUIPMENT AND SUPPLY, INC.
INSTITUTIONAL HEALTH CARE SERVICES, INC.
MAIN STREET PHARMACY, L.L.C.
MEDICAL SERVICES GROUP, INC.
NEIGHBORCARE HOLDINGS, INC.
NEIGHBORCARE HOME MEDICAL EQUIPMENT, INC.
NEIGHBORCARE HOME MEDICAL EQUIPMENT OF MARYLAND, LLC
NEIGHBORCARE, INC.
NEIGHBORCARE, INC.
NEIGHBORCARE-MEDISCO, INC.
NEIGHBORCARE-ORCA, INC.
NEIGHBORCARE OF CALIFORNIA, INC.
NEIGHBORCARE OF INDIANA, INC.
NEIGHBORCARE OF NEW HAMPSHIRE, L.L.C.
NEIGHBORCARE OF NORTHERN CALIFORNIA, INC.
NEIGHBORCARE OF OHIO, INC.
NEIGHBORCARE OF OKLAHOMA, INC.
NEIGHBORCARE OF TEXAS, INC.
NEIGHBORCARE OF VIRGINIA, INC.
NEIGHBORCARE OF WISCONSIN, INC.
NEIGHBORCARE PHARMACIES, INC.
NEIGHBORCARE PHARMACY OF VIRGINIA, LLC
NEIGHBORCARE PHARMACY SERVICES, INC.
NEIGHBORCARE INFUSION SERVICES, INC.
NEIGHBORCARE REPACKAGING, INC.
NEIGHBORCARE SERVICES CORPORATION
NEIGHBORCARE-TCI, INC.
NEIGHBORCARE-TCI 2, LLC
PROFESSIONAL PHARMACY SERVICES, INC.
SUBURBAN MEDICAL SERVICES, INC.
THE MEDICINE CENTRE, L.L.C.
THE TIDEWATER HEALTHCARE SHARED SERVICES GROUP, INC.
TRANSPORT SERVICES, INC.

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By BA