

25434

Filing fee: \$75.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

FILED

JUL 15 1996

OMNICARE, INC.

By [Signature] 103846

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on May 18, 1981, authorizing it to transact business in Rhode Island under the name of OMNICARE, INC.

SECOND: The corporate name of the corporation has changed to No Change

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is No Change

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[If no other or additional purposes are proposed, insert "No change"]

No Change

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FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
110,000,000	Common	(No series)	\$1.00
1,000,000	Preferred	(No series)	No par value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 400,000,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ None
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 5,000,000
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ None

Dated May 31, 1996

OMNICARE, INC.

By

Jeffrey A. Glancy

Its Vice President

and

Cheryl D. Hodges

Its Secretary

STATE OF Ohio

COUNTY OF Hamilton

} SC.

At Cincinnati in said County on the 31st day of May 1996, before me personally appeared Jeffrey A. Glancy

, who being by me first duly sworn, declared that he is the Vice President of OMNICARE, INC.

that he signed the foregoing document as such Vice President

of the corporation, and that the statements therein contained are true.

Gertrude M. Schwab
Notary Public

(NOTARIAL SEAL)

GERTRUDE M SCHWAB
Notary Public, State of Ohio
My Commission expires Oct. 11, 2000

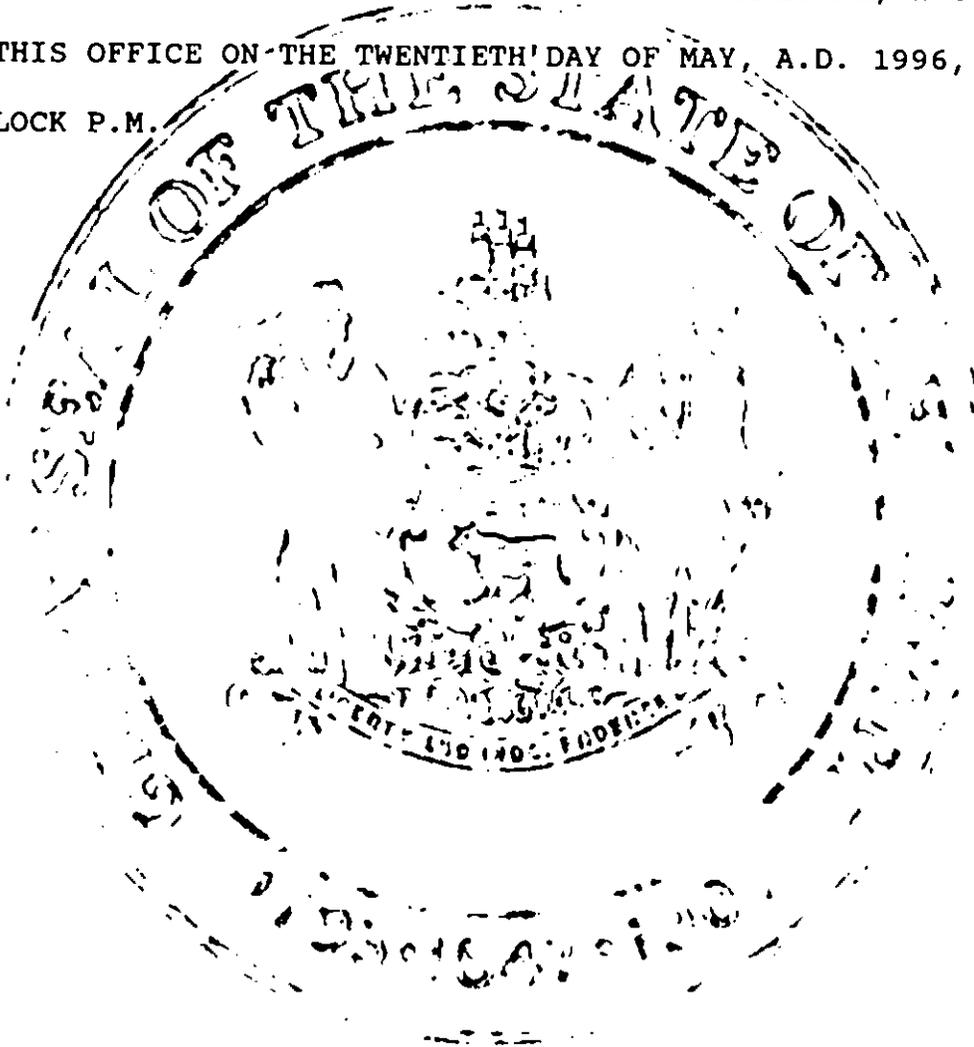
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OMNICARE, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 1996, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7961359

05-28-96