

Filing fee: \$35.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

Omnicare, Inc.

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 been 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: (no change)

(If no other or additional purposes are proposed, insert "No change.")

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
15,000,000	Common	---	\$1.00 par value
1,000,000	Preferred	---	no par value

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 76,000,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 170,000,000

(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 \$ 0.00

Dated November 13, 1981

By Jodi K Osteen
Its ~~Vice~~ President
and [Signature]
Its Secretary

STATE OF Ohio }
COUNTY OF Hamilton } SC.

At Cincinnati in said County on the 13th day
of November, 1981, before me personally appeared Jodi K Osteen
, who being by me first duly sworn, declared that ^{she} ~~he~~ is the
Vice President of Omnivare, Inc.
^{she}
that ~~he~~ signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

KEVIN J. McNAMARA, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
Date: Section 147.03 O.R.C.

FEB 17 1982

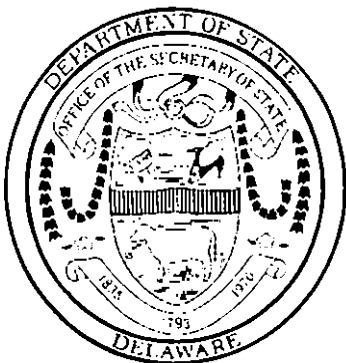


State of DELAWARE



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 21, 1981



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toole*

DATE: February 3, 1982