

F98000004102

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*R.A. Chang*

C. Oculiste DEC 28 2005

The logo for Corporation Service Company (CSC) features the letters "CSC" in a bold, sans-serif font, positioned above a stylized, curved graphic element that resembles a swoosh or a partial circle.

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 771249 5124708

AUTHORIZATION :

COST LIMIT : \$ 35.00

A handwritten signature in cursive script, appearing to read "Lynne Deane", is written over the "AUTHORIZATION" field.

ORDER DATE : December 21, 2005

ORDER TIME : 9:39 AM

ORDER NO. : 771249-555

CUSTOMER NO: 5124708

CHANGE OF AGENT

NAME: NEIGHBORCARE PHARMACY  
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: \_\_\_\_\_

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: NEIGHBORCARE PHARMACY SERVICES, INC.
2. The principal office address: 601 East Pratt Street, Baltimore, MD 21202
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: July 20, 1998 Document number: F98000004102

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

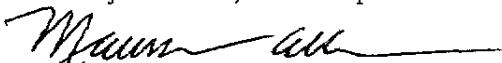
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company  
1201 Hays Street  
(P.O. Box NOT acceptable)  
Tallahassee, FL 32301

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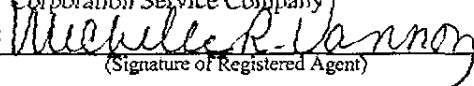
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

Maureen Cullen, Attorney In Fact  
(Printed or typed name and title)

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

Corporation Service Company  
By:   
(Signature of Registered Agent)

Dec. 27, 2005  
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. Vice President  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*