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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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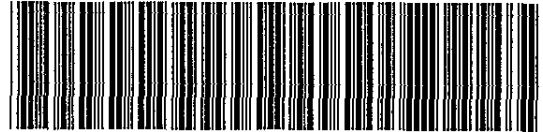
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
03 JUN 13 AM 10:35
DEPT. OF REVENUE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

FILED
03 JUN 13 AM 10:51
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

BN



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 120393 5124708

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : June 5, 2003

ORDER TIME : 8:28 AM

ORDER NO. : 120393-020

CUSTOMER NO: 5124708

CUSTOMER: Ms. Diane Burns
Omnicare, Inc
100 E. River Center Blvd.
Covington, KY 41011-1663

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FOREIGN FILINGS

NAME: OMNICARE RESPIRATORY SERVICES,
LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. OMNICARE RESPIRATORY SERVICES, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 03-0463903
(FEI number, if applicable)
4. 6/21/02
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. _____
100 E. RiverCenter Blvd. Suite 1600 Covington, KY 41011
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

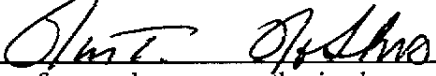
9. The name and usual business addresses of the managing members or managers are as follows:

Thomas R. Marsh 100 E. RiverCenter Blvd. Covington, KY 41011
Regis T. Robbins 100 E. RiverCenter Blvd. Covington, KY 41011
Leo P. Finn, III 100 E. RiverCenter Blvd. Covington, KY 41011

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Pharmaceutical & Respiratory Services and Supplies


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Regis T. Robbins, Director and Secretary
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Omnicare Respiratory Services, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Angela Leigh Asst. Sec.
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Omnicare Respiratory Services, LLC

List of Officers

Name: Thomas L. Jordan **Title:** President
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

Name: Regis T. Robbins **Title:** Secretary
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

Name: Bradley S. Abbott **Title:** Treasurer
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

Name: Thomas R. Marsh **Title:** Asst. Treasurer
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

List of Directors

Name: Thomas R. Marsh **Term:** May 31, 2005
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

Name: Regis T. Robbins **Term:** May 31, 2005
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

Name: Tracy P Finn **Term:** May 31, 2005
Bus. Addr.: c/o Omnicare, Inc. 100 E. RiverCenter BLvd. Suite 1600, Covington, KY
41011

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Delaware

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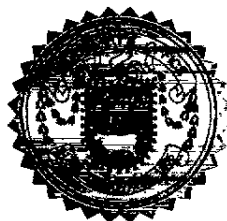
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNICARE RESPIRATORY SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OMNICARE RESPIRATORY SERVICES, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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DELAWARE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3539700 8300

AUTHENTICATION: 2461041

030378881

DATE: 06-09-03