

M99000001453

THOMSON  
HINE & FLORY LLP

Attorneys at Law  
November 9, 1999

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Internet: bbell@thf.com

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-11/15/99--01129--005  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Re: *Life Care of Tennessee LLC*  
*Document No.: M99000001453*

MJH

Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida, a certificate of good standing from Delaware on behalf of the above-referenced corporation, and our firm's check #039193 in the amount of \$25.00 to cover the filing fee.

Please forward evidence of this filing to my attention in the return envelope provided. If you have any questions, please call me at the phone number listed above. Thank you for your assistance.

Yours truly,

M99-1453

Barbara L. Bell

Barbara L. Bell  
Paralegal

BLB/jw  
Encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 11 PM 3:25

214209.2



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 17, 1999

BARBARA L. BELL  
THOMPSON HINE & FLORY LLP  
312 WALNUT STREET, 14TH FLOOR  
CINCINNATI, OH 45202-4029

SUBJECT: LIFE CARE OF TENNESSEE LLC  
Ref. Number: M99000001453

We have received your document for LIFE CARE OF TENNESSEE LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 199A00055296

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

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: Life Care of Tennessee LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: September 13, 1999

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? September 23, 1999
5. New name of the limited liability company: Omnicare Pharmacy of Tennessee LLC
6. If the amendment changes the period of duration, indicate new period of duration:  
\_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
\_\_\_\_\_
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: \_\_\_\_\_
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Catherine I. Greany  
Signature of a member or the authorized  
representative of a member  
LCPS Acquisition, LLC

By Catherine I. Greany, Secretary  
Typed or printed name of signer

Filing Fee: \$25.00

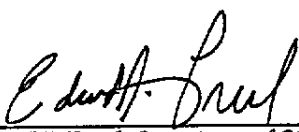
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DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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 "LIFE CARE OF TENNESSEE LLC", CHANGING ITS NAME FROM "LIFE CARE OF TENNESSEE LLC" TO "OMNICARE PHARMACY OF TENNESSEE LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1999, AT 10:30 O'CLOCK A.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3045984 8100

AUTHENTICATION: 0138928

991521747

DATE: 12-14-99

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 09/23/1999  
991399137 - 3045984

**FIRST AMENDMENT TO THE  
CERTIFICATE OF FORMATION  
OF  
LIFE CARE OF TENNESSEE LLC**

Under Section 18-202 of the  
Delaware Limited Liability Company Act

**FIRST:** The present name of the limited liability company is Life  
Care of Tennessee LLC.

**SECOND:** The name of the limited liability company is hereby  
changed to Omnicare Pharmacy of Tennessee LLC, effective as of September 22, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Amendment  
as of September 22, 1999.

By: 27

Name: Tracy Finn

Title: Authorized Person