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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

CSI Acquisition Corp.

☒ Profit *Arts*

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

MAR 05 1998

Thanks,  
Jeff

K. Rolfe

MAR 5 1998

FILED  
98 MAR -5 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RECEIVED  
98 MAR -5 AM 10:51  
DIVISION OF CORPORATION

**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
CSI ACQUISITION CORP.**

FILED  
98 MAR -5 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation (hereinafter referred to as the "Corporation") for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act ("FBCA"), hereby certifies as follows:

1. The name of the Corporation is CSI Acquisition Corp.
2. The mailing address of the Corporation is c/o Omnicare, Inc., 2800 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45203.
3. The street address of the Corporation's initial registered office in the State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its initial registered agent at such address is CT Corporation System.
4. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the FBCA.
5. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 (the "Common Stock"). The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

Each share of Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation. There shall be no cumulative voting of the Common Stock of the Corporation.

6. The name and mailing address of the sole incorporator of the Corporation is as follows:

Stephen R. La Sala  
Dewey Ballantine LLP  
1301 Avenue of the Americas  
New York, NY 10019-6092

7. The names and addresses of the initial board of directors are as follows:

L. Tracey Finn  
2800 Chemed Center  
255 East Fifth Street  
Cincinnati, Ohio 45202

Jeffrey A. Glancy  
2800 Chemed Center  
255 East Fifth Street  
Cincinnati, Ohio 45202

Janice M. Rice  
2800 Chemed Center  
255 East Fifth Street  
Cincinnati, Ohio 45202

8. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with FBCA Sections 607.0728 and 607.0808.

9. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal Bylaws made by the Board of Directors.

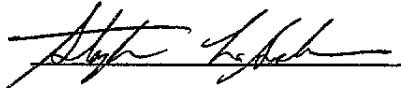
10. The personal liability of the directors of the Corporation is hereby

eliminated to the fullest extent permitted by FBCA Section 607.0831, as the same may be amended and supplemented from time to time.

11. The Corporation shall, to the fullest extent permitted by the provisions of FBCA Section 607.0850, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Any repeal or modification of Section 9 or this Section 10 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the provisions of the Florida Business Corporation Act, do make these articles, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have executed this Articles of Incorporation this 3rd day of March, 1998.



Stephen R. La Sala

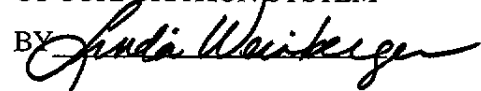
Sole Incorporator

Acceptance by the registered agent as required in section 607.0501(3) FBCA. CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

Dated March 4, 1998.

CT CORPORATION SYSTEM

BY



Linda Weinberger

(Name)

Asst. Secy.

(Title)

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TALLAHASSEE, FLORIDA