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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

(4)
Boca Acquisition Corp.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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

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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 Boca Acquisition Corp.
2. The street address of the initial principal office and the mailing address of the Corporation is Omnicare, Inc., 100 East RiverCenter Boulevard, Suite 1600, Covington, Kentucky 41011.
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:

Timothy S. Long
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:

Tracy Finn
100 East RiverCenter Boulevard, Suite 1600
Covington, Kentucky 41011

Bradley S. Abbott
100 East RiverCenter Boulevard, Suite 1600
Covington, Kentucky 41011

Catherine Greany
100 East RiverCenter Boulevard, Suite 1600
Covington, Kentucky 41011

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.

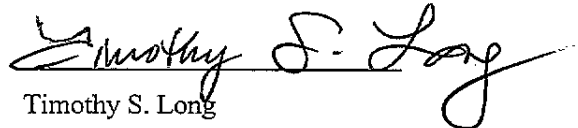
10. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by FBCA Section 607.0831, as the same may be amended

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 10 or this Section 11 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 15th day of June, 1999.



Timothy S. Long

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 June 16, 1999.

CT CORPORATION SYSTEM

BY Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Name)

(Title)

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