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11/06/2008	200831100152	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	300.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**535613**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CARDINAL HEALTH, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
200831100152



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 5th day of November,
A.D. 2008.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to the Following:

☒ Yes PO Box 1390
Columbus, OH 43216

*** Requires an additional fee of \$100 ***

☐ No PO Box 1028
Columbus, OH 43216

**Certificate of Amendment by
Shareholders or Members
(Domestic)
Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit ☒ Amended (122-AMAP)	PLEASE READ INSTRUCTIONS ☐ Amendment (125-AMDS)	(2) Domestic Nonprofit ☐ Amended (126-AMAN)	☐ Amendment (128-AMD)
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Complete the general information in this section for the box checked above.

Name of Corporation Cardinal Health, Inc.
 Charter Number 535613
 Name of Officer Ivan K. Fong
 Title Chief Legal Officer and Secretary

☒ Please check if additional provisions attached. See attached Exhibit A.

The above named Ohio corporation, does hereby certify that:

☒ A meeting of the ☒ shareholders ☐ directors (nonprofit amended articles only)
☐ members was duly called and held on November 5, 2008
 (Date)

at which meeting a quorum was present in person or by proxy; based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ directors (non-profit amended articles only)
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked. If an amendment box is checked, complete the areas that apply.	
FIRST:	The name of the corporation is: <u>Cardinal Health, Inc.</u>
SECOND:	The place in the State of Ohio where its principal office is located is in the City of: <u>Dublin</u> (city, village or township) <u>Franklin</u> (county)
THIRD:	The purposes of the corporation are as follows: Provider of healthcare products and services.
FOURTH:	The number of shares which the corporation is authorized to have outstanding is: <u>755,500,000</u> (Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)


 Authorized Representative
Ivan K. Fong
 (Print Name)
Chief Legal Officer and Secretary

Nov. 5, 2008
Date

Authorized Representative

 (Print Name)

Date

EXHIBIT A

CERTIFICATE OF AMENDMENT
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION, AS AMENDED,
OF
CARDINAL HEALTH INC.

Ivan K. Fong, Chief Legal Officer and Secretary, of Cardinal Health, Inc., an Ohio corporation (the "Company"), does hereby certify that a meeting of the shareholders of the Company was duly called and held on November 5, 2008, at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of holders of shares entitling them to exercise a majority of the voting power of the Company on proposals to amend the Company's Amended and Restated Articles of Incorporation, as amended, the following resolutions were duly adopted:

RESOLVED, that the amendments to the Company's Amended and Restated Articles of Incorporation, as amended, and Restated Code of Regulations to implement a majority voting standard for uncontested elections, as described in Proposal 3 of the Proxy Statement dated September 29, 2008, are hereby approved and adopted in all respects;

RESOLVED, that the amendments to the Company's Amended and Restated Articles of Incorporation, as amended, and Restated Code of Regulations to eliminate cumulative voting, as described in Proposal 4 of the Proxy Statement dated September 29, 2008, are hereby approved and adopted in all respects; and

RESOLVED, that the amendment to the Company's Amended and Restated Articles of Incorporation, as amended, to eliminate the reference to the minimum stated capital with which the Company may begin business and to state expressly that the Company's common shares do not have stated capital, as described in Proposal 6 of the Proxy Statement dated September 29, 2008, is hereby approved and adopted in all respects;

And that, pursuant to such resolutions:

- (a) Article FIFTH of the Amended and Restated Articles of Incorporation, as amended, of the Company be, and the same hereby is, deleted in its entirety and there is substituted therefor the following:

FIFTH: The Common Shares do not have any stated capital.

- (b) a new Article ELEVENTH is added to the Amended and Restated Articles of Incorporation, as amended, of the Company in its entirety as follows:

ELEVENTH: At each meeting of shareholders for the election of directors at which a quorum is present, a nominee for election as a director in an uncontested election shall be elected to the board of directors if the number of votes cast for such nominee's election exceeds the number of votes cast against such nominee's election. For purposes of this Article Eleventh, abstentions will not be considered votes cast for or against a nominee at the shareholder meeting. In all director elections other than uncontested elections, the nominees receiving the greatest number of votes shall be elected.

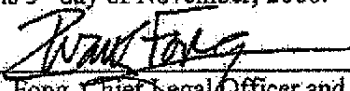
For purposes of this Article, an "uncontested election" means any meeting of shareholders at which the number of nominees does not exceed the number of directors to be elected and with respect to which no shareholder has submitted notice of an intent to nominate a candidate for election at such meeting in accordance with the Company's Amended and Restated Code of Regulations, as it may be amended from time to time, (the "Regulations"), or, if such a notice has been submitted with respect to such meeting, on or before the tenth day prior to the date that the Company files its definitive proxy statement relating to such meeting with the Securities and Exchange Commission

(regardless of whether or not it is thereafter revised or supplemented), each such notice with respect to such meeting has been (A) withdrawn by its respective submitting shareholder in writing to the secretary of the Company, (B) determined not to be a valid and effective notice of nomination (such determination to be made by the Board of Directors (or a designated committee thereof) pursuant to the Regulations, or, if challenged in court, by final court order) or (C) determined not to create a *bona fide* election contest by the Board of Directors (or a designated committee thereof).

- (c) a new Article TWELFTH is added to the Amended and Restated Articles of Incorporation, as amended, of the Company in its entirety as follows:

TWELFTH: No shareholder shall have the right to cumulate his or her voting power in the election of directors.

IN WITNESS WHEREOF, Ivan K. Fong, Chief Legal Officer and Secretary, of Cardinal Health, Inc., acting for and on its behalf, does hereunto subscribe his name this 5th day of November, 2008.


Ivan K. Fong, Chief Legal Officer and Secretary