

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "EAGLE RX HOLDCO, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2014, AT 2:18 O'CLOCK P.M.

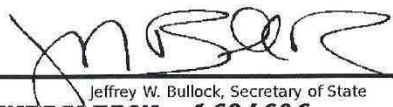
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1624606

DATE: 08-15-14

PUBLIC

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AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
EAGLE RX HOLDCO, INC.

EAGLE RX HOLDCO, INC. (the "Corporation"), a corporation organized on June 27, 2014 and existing under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify that this Amended and Restated Certificate of Incorporation amends and restates in its entirety the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Delaware on June 27, 2014. The Corporation certifies that this Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law, by written resolutions adopted by the Board of Directors of the Corporation (the "Board" or "Board of Directors") and the stockholders of the Corporation. The text of the Certificate of Incorporation is hereby amended and restated as follows:

FIRST: The name of the Corporation is Eagle Rx Holdco, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL, as it now exists or may hereafter be amended and supplemented.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, having a par value of \$0.01 per share. The Corporation shall be permitted to have fractional shares.

FIFTH: At the time a director is added to the Board of Directors in accordance with the DGCL and the by-laws of the Corporation (the "By-Laws"), the stockholders of the Corporation shall, in a resolution adopted by the stockholders (whether by written action or by vote), specify the number of votes, or a formula for determining the number of votes, such director shall have on any matter brought before the Board of Directors, which such number of votes may be greater than or less than those of certain other directors. In the absence of any such specification in such stockholders' resolution, such director shall have one (1) vote on any matter brought before the Board of Directors.

SIXTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the DGCL, as the same may be amended and supplemented. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article Seventh.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal By-Laws without any action on the part of the stockholders, but the stockholders may make additional By-Laws and may alter, amend or repeal any By-Law whether adopted by them or otherwise. The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation of Eagle Rx Holdco, Inc. on August 15, 2014.

By: /s/ Scott Baach

Name: Scott Baach

Title: Secretary

*[Signature Page to Amended and Restated Eagle Rx Holdco, Inc. Certificate of Incorporation]*