

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

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Alison Lundergan Grimes  
KY Secretary of State  
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PPOC

Alison Lundergan Grimes  
Secretary of State  
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Frankfort, KY 40602-0718  
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**Statement of Change of  
Principal Office Address**

**POC**

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the principal office on behalf of

**BOTTLING GROUP HOLDINGS, INC.**

which is organized in the state of Delaware, and for that purpose submits the following statements:

**1. Address of current principal office**

PEPSI BEVERAGES COMPANY  
ONE PEPSI WAY  
SOMERS, NY 10589

**2. Principal office is hereby changed to:**

1111 Westchester Avenue  
White Plains, NY 10604-3525

**3. Signature of officer or chairman of the board**

Kelly Lettmann, POA

Signature and Title

Type or print name and title

5/9/2016 5:47 PM

Date