

**Commonwealth of Kentucky  
Trey Grayson, Secretary of State**

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Trey Grayson  
Secretary of State  
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PPOC

Trey Grayson  
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

**STERLING ACQUISITION CORP. II**

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

**1. Address of current principal office**

C/O OMEGA HEALTHCARE INVESTORS, INC.  
9690 DEERECO RD., SUITE 100  
TIMONIUM, MD 21093

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

C/O OMEGA HEALTHCARE INVESTORS, INC.  
200 International Circle #3500  
Hunt Valley, MD 21030

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

Robert Stephenson, Treasurer

Signature and Title

Type or print name and title

5/22/2009 10:15 AM

Date