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03 JUN 12 AM 7:49
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Sterling Acquisition Corp.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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03 JUN 11 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LB
6-12-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Sterling Acquisition Corp.
2. Kentucky
3. 38-2207992
4. 06/15/1994
5. Perpetual
6. 07/01/2003
7. 9690 Deereco Road, Suite 100, Timonium, MD 21093

- 8. To own and operate long term care facilities and other real estate.
9. Name and street address of Florida registered agent: P.O. Box or Mail Drop Box NOT acceptable
Name: c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System
BY: Connie Bryan
(Registered Agent's signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert O. Stephenson

Address: 9690 Deereco Road, Suite 100, Timonium, MD 21093

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: C. Taylor Pickett

Address: 9690 Deereco Road, Suite 100

Timonium, MD 21093

Vice President: _____

Address: _____

Secretary: Daniel J. Booth

Address: 9690 Deereco Road, Suite 100 Timonium, MD 21093

Treasurer: Robert O. Stephenson

Address: 9690 Deereco Road, Suite 100 Timonium, MD 21093

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel J. Booth, COO/Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



**John Y. Brown
Secretary of State**

Certificate of Existence

I, John Y. Brown, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

STERLING ACQUISITION CORP.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is June 15, 1994 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of June, 2003.



John Y. Brown, III

John Y. Brown III
Secretary of State
Commonwealth of Kentucky
Rlong/0331958