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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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99 JAN 25 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Batesville Casket Company, Inc.

200002753402--1
01/25/99 01093-004
*****70.00 *****70.00

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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W.P. Verifier _____

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DIVISION OF CORPORATION
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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. Batesville Casket Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Indiana
(State or country under the law of which it is incorporated)

3. 35-2057447
(FEI number, if applicable)

4. September 30, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. One Batesville Boulevard, Batesville, Indiana 47006

(Current mailing address)

8. Manufacture and sale of burial products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Carol Record
(Registered agent's signature) (Officer)

Carol Record, Asst. Sec'y
(Type Name and Title of Officer)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

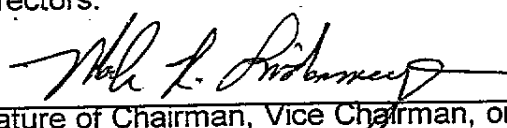
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Treasurer: _____

Address: _____

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. Mark R. Lindenmeyer, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Batesville Casket Company, Inc.**

1. David J. Hirt
One Batesville Boulevard
Batesville, Indiana 47006
2. Norman H. Smith
One Batesville Boulevard
Batesville, Indiana 47006
3. Jeffrey B. Seeley
One Batesville Boulevard
Batesville, Indiana 47006
4. Mark R. Lindenmeyer
One Batesville Boulevard
Batesville, Indiana 47006
5. W August Hillenbrand
One Batesville Boulevard
Batesville, Indiana 47006
6. Frederick W. Rockwood
One Batesville Boulevard
Batesville, Indiana 47006

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Batesville Casket Company, Inc.**

1. David J. Hirt, President
One Batesville Boulevard
Batesville, Indiana 47006
2. Norman H. Smith, Vice President
One Batesville Boulevard
Batesville, Indiana 47006
3. Jeffrey B. Seeley, Vice President
One Batesville Boulevard
Batesville, Indiana 47006
4. Mark R. Lanning, Treasurer
One Batesville Boulevard
Batesville, Indiana 47006
5. Mark R. Lindenmeyer, Secretary
One Batesville Boulevard
Batesville, Indiana 47006
6. Janice J. Janes, Assistant Secretary
One Batesville Boulevard
Batesville, Indiana 47006

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TALLAHASSEE, FLORIDA

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

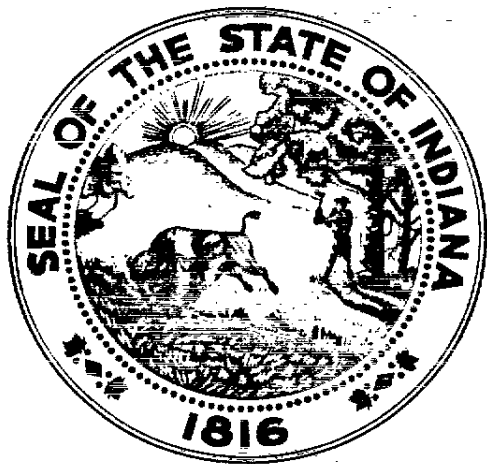
I further certify that records of this office disclose that

BATESVILLE CASKET COMPANY, INC.

filed Articles of Incorporation on September 30, 1998, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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TALLAHASSEE, FLORIDA



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twentieth day of January, 1999.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy