

CT CORPORATION

L71220

CORPORATION(S) NAME

Sarasota Memorial Park Acquisition, Inc.

merging into: Osiris Holding of Florida, Inc.

FILED
02 JAN -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input 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 | | |

Name _____
 Availability _____
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 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

1/3/02

Order#: 5010923

Ref#: _____

File 10th

Amount: \$ _____
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

02 JAN -3 PM 1:45

RECEIVED

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

C. Coulliette JAN 03 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SARASOTA MEMORIAL PARK ACQUISITION, INC., a Florida corporation,
P96000054084

INTO

OSIRIS HOLDING OF FLORIDA, INC., a Florida entity, L71220.

File date: January 3, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Osiris Holding of Florida, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Sarasota Memorial Park Acquisition, Inc.	Florida

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR January 3, 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)
at 12:30 p.m. Eastern Standard Time

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 5, 2001.

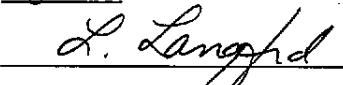

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Osiris Holding of Florida, Inc.		Laurel Langford, Secretary
Sarasota Memorial Park Acquisition, Inc.		Laurel Langford, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Osiris Holding of Florida, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Sarasota Memorial Park Acquisition, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Section 1. *The Merger.* Subject to the terms and conditions of this Plan, at the Effective Time (as defined in Section 2), and in accordance with the terms and conditions of this Plan and Florida Business Corporation Act § 607.1101, Sarasota Memorial Park Acquisition, Inc. (the "Merging Corporation") shall be merged with and into Osiris Holding of Florida, Inc. ("Osiris"). At the Effective Time, the separate corporate existence of the Merging Corporation shall cease, and Osiris shall continue its existence as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation").

Section 2. *Effective Time of the Merger.* Upon the execution of this Plan, duly executed articles of merger shall be executed by Osiris and filed with the Secretary of State for the State of Florida pursuant to Florida Business Corporation Act § 607.1105. The Merger shall become effective in accordance with the provisions of Florida Business Corporation Act § 607.1105 on January 3 2002 at 12:30 p.m. Eastern Standard Time (the "Effective Time").

Section 3. *Effects of the Merger.* At the Effective Time of the Merger, the effects of the Merger shall occur as provided in Florida Business Corporation Act § 607.1106. Subject to, and without limiting the foregoing, the following shall also occur at the Effective Time:

(a) *Articles of Incorporation of the Surviving Corporation.* The Articles of Incorporation of Osiris, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(b) *By-Laws of the Surviving Corporation.* The By-Laws of Osiris, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(c) *Directors of Surviving Corporation.* Each person who is a director of Osiris immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

(d) *Officers of Surviving Corporation.* The officers of Osiris immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Section 1. *Conversion of Shares.* At the Effective Time:

(a) Each common share of stock of the Merging Corporation issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and all rights in respect thereof shall cease, and 24 shares of stock of the Surviving Corporation shall be issued in exchange therefor.

(b) Each common share of stock of Osiris issued and outstanding or held in treasury immediately prior to the Effective Time shall remain a share of common stock of Osiris and will retain the same rights and privileges as it had prior to the Effective Time.

(c) Each share certificate which immediately prior to the Effective Time represented an outstanding share of the Merging Corporation's common stock shall be surrendered to Osiris to be cancelled and retired.

Other provisions relating to the merger are as follows:

Section 1. *Counterparts.* This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

Section 2. *Severability.* In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

Section 3. *Governing Law.* This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.