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P96000099710

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

FILED
96 DEC 26 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/27

CORPORATION(S) NAME

Carlisle Funeral Home
Welsheimer Funeral Home, Inc. / Weigel Funeral Home, Inc.
Simpson-Meyer Corporation / Simpson Funeral Home, Inc.
Simpson-Volkman Corporation

600002044006--5
-01,03,37-01027--009
****245.00 ****245.00

merged into:
Prime Succession Partners, Inc.

600002044006--5
-01,03,37-01027--010
*****52.50 *****52.50

- Profit
- NonProfit
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- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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12/26/96

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

CARLISLE FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

WELSHEIMER FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

WEIGEL FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

SIMPSON-MEYER CORPORATION, an Indiana corporation not qualified in Florida

SIMPSON FUNERAL HOME, INC., an Indiana corporation not qualified in Florida
SIMPSON-VOLKMAN CORPORATION, an Indiana corporation not qualified in Florida

INTO

PRIME SUCCESSION PARTNERS, INC., a Florida corporation, P96000099710

File date: December 26, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE
12-31-96

ARTICLES OF MERGER

OF

CARLISLE FUNERAL HOME
an Indiana corporation

WELSHEIMER FUNERAL HOME, INC.
an Indiana corporation

WEIGEL FUNERAL HOME, INC.
an Indiana corporation

SIMPSON-MEYER CORPORATION
an Indiana corporation

SIMPSON FUNERAL HOME, INC.
an Indiana corporation

SIMPSON-VOLKMAN CORPORATION
an Indiana corporation

INTO

PRIME SUCCESSION PARTNERS, INC.
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I

Surviving Corporation

The name of the corporation surviving the merger is Prime Succession Partners, Inc. (the "Surviving Corporation") and such name has not been changed as a result of the merger. The Surviving Corporation is a Florida corporation.

ARTICLE II

Merging Corporation

The names and states of incorporation of the corporations merging into the Surviving Corporation are Carlisle Funeral Home, Inc., an Indiana corporation, Welsheimer Funeral Home, Inc., an Indiana corporation, Weigel Funeral Home, Inc., an Indiana corporation, Simpson-Meyer Corporation, an Indiana corporation, Simpson Funeral Home, Inc., an Indiana corporation and Simpson-Volkman Corporation, an Indiana corporation (collectively the "Merging Corporations").

ARTICLE III

Plan of Merger

The Plan and Agreement of Merger of the Merging Corporations into the Surviving Corporation (the "Plan of Merger") is attached hereto as "Exhibit A" and made a part hereof.

ARTICLE IV

Effective Time

The merger shall become effective on December 31, 1996.

ARTICLE V

Manner of Adoption by Surviving Corporation

The manner of adoption of the Plan of Merger by the Surviving Corporation was as follows:

1. Action by Directors. By unanimous written consent, dated December 20, 1996, and signed by all of the members of the Board of Directors of the Surviving Corporation, the Board of Directors of the Surviving Corporation adopted the Plan of Merger.

2. Action by Shareholders. The Plan of Merger was adopted without action by the shareholders of the Surviving Corporation because such shareholder action was not required pursuant to FLA. STAT. Ch. 607.1103(7).

ARTICLE VI

Manner of Adoption and Vote by Merging Corporations

1. Action by Directors. By unanimous written consent, dated December 20, 1996, and signed by all of the members of the Boards of Directors of the Merging Corporations, the Boards of Directors of the Merging Corporations approved the Plan of Merger.

2. Action by Shareholders. By written consent, dated December 20, 1996, and signed by the sole shareholder of the Merging Corporations, the sole shareholder of the Merging Corporations approved the Plan of Merger.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Articles of Merger to be signed by their duly authorized officers as of December 20, 1996.

CARLISLE FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and
Chief Executive Officer

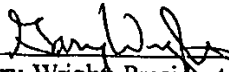
By: Myles S. Cairns
Myles S. Cairns, Vice President
and Chief Financial Officer


WELSHEIMER FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and
Chief Executive Officer

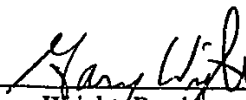
By: Myles S. Cairns
Myles S. Cairns, Vice President
and Chief Financial Officer


WEIGEL FUNERAL HOME, INC.

By: 
Gary Wright, President and
Chief Executive Officer

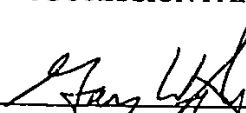
By: 
Myles S. Cairns, Vice President
and Chief Financial Officer

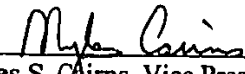
SIMPSON FUNERAL HOME, INC.

By: 
Gary Wright, President and
Chief Executive Officer


By: 
Myles S. Cairns, Vice President
and Chief Financial Officer


PRIME SUCCESSION PARTNERS, INC.

By: 
Gary Wright, President and
Chief Executive Officer

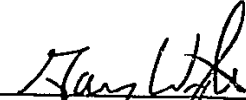
By: 
Myles S. Cairns, Vice President
and Chief Financial Officer


SIMPSON-MEYER CORPORATION

By: 
Gary Wright, President and
Chief Executive Officer

By: 
Myles S. Cairns, Vice President
and Chief Financial Officer

SIMPSON-VOLKMAN CORPORATION

By: 
Gary Wright, President and
Chief Executive Officer

By: 
Myles S. Cairns, Vice President
and Chief Financial Officer

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made as of the 20th day of December, 1996 by and among Prime Succession Partners, Inc., a Florida corporation, Carlisle Funeral Home, Inc., an Indiana corporation, Welsheimer Funeral Home, Inc., an Indiana corporation, Weigel Funeral Home, Inc., an Indiana corporation, Simpson-Meyer Corporation, an Indiana corporation, Simpson Funeral Home, Inc., an Indiana corporation and Simpson-Volkman Corporation, an Indiana corporation.

Recitals

1. Each of the parties hereto is a wholly-owned subsidiary of Prime Succession, Inc., a Delaware corporation.
2. Prime Succession, Inc. and each of the Boards of Directors of the parties hereto deem it advisable that each of the parties hereto merge with and into Prime Succession Partners, Inc. pursuant to Section 368 of the Internal Revenue Code of 1986, as amended, and to the terms and conditions hereof (the "Merger").

Plan and Agreement

In consideration of the premises and the mutual covenants set forth herein, the parties hereto agree as follows:

1. Names of Constituent Corporations. The name of the corporation surviving the Merger is Prime Succession Partners, Inc. (the "Surviving Corporation"). The Surviving Corporation is a Florida corporation. The names of the corporations merging into the Surviving Corporation are Carlisle Funeral Home, Inc., Welsheimer Funeral Home, Inc., Weigel Funeral Home, Inc., Simpson-Meyer Corporation, Simpson Funeral Home, Inc., and Simpson-Volkman Corporation (collectively, the "Merging Corporations"). The Merging Corporations are Indiana corporations.
2. Effective Time. The Merger shall be effective on December 31, 1996 (the "Effective Time").
3. Effects of Merger. At the Effective Time, each of the Merging Corporations shall be merged with and into the Surviving Corporation pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and the separate corporate existence of each of the Merging Corporations shall cease. The Surviving Corporation shall continue to be governed by the laws of the State of Florida. In addition, the Merger shall have such other effects as are specified by applicable law.
4. Cancellation of Shares. At the Effective Time, each of the issued and outstanding shares of common stock of each of the Merging Corporations, by virtue of the

EXHIBIT

A

Merger and without any action on the part of the holder thereof, shall be extinguished and canceled automatically, without any payment or other distribution in respect thereof.

5. Termination. Subject to applicable law, this Plan and Agreement of Merger may be amended, modified, supplemented or abandoned by mutual consent of the Boards of Directors of the parties hereto, before or after approval hereof by Prime Succession, Inc., the parent corporation of each of the parties hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger to be executed on its behalf.

PRIME SUCCESSION PARTNERS, INC.

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

CARLISLE FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

WELSHEIMER FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

WEIGEL FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

SIMPSON-MEYER CORPORATION

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

SIMPSON FUNERAL HOME, INC.

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

SIMPSON-VOLKMAN CORPORATION

By: Gary Wright
Gary Wright, President and Chief
Executive Officer

jphatter@primepl-of-me.ger