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December 14, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Prime Succession Partners Inc.

P96000099710

FILED
 00 DEC 14 PM 1:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Retrieval Request

- Photocopy
- Certified Copy

Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
CERTIFICATE OF INCORPORATION

of

Prime Succession Partners, Inc.
(Originally Incorporated on December 9, 1996)

Prime Succession Partners, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter called the "Corporation"), hereby certifies pursuant to the provisions of Chapter 607 of the General Corporation Law of the State of Florida (as amended from time to time, the "General Corporation Law") as follows:

FIRST: The Corporation's name is Prime Succession Partners, Inc.

SECOND: A petition for reorganization under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101 et seq., for the Corporation having been filed on July 12, 2000 in the United States Bankruptcy Court for the District of Delaware, and under the Amended Joint Plan of Reorganization dated August 21, 2000 (the "Plan"), as the same may be amended or modified, from time to time, and inter alia, Sections 1123 and 1129 of the Bankruptcy Code, 11 U.S.C. §§ 1123 and 1129, in accordance with Section 607.1008 of the General Corporation Law and pursuant to the order of said court dated November 8, 2000, said court having jurisdiction of the proceeding, In re Prime Succession, Inc., et al., under federal statute, this Amended and Restated Certificate of Incorporation (as amended from time to time, the "Restated Certificate of Incorporation")

restates and further amends the provisions of the Certificate of Incorporation of the Corporation.

THIRD: The text of the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, is hereby restated and further amended to read in its entirety as follows:

1. Name. The name of the corporation is Prime Succession Partners, Inc.
2. Address; Registered Office and Agent. The address of the Corporation's registered office is 1200 South Pine Island Road, Plantation, Florida, 33324; and its registered agent at such address is CT Corporation System.
3. Purposes. The purpose of the Corporation is to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is: one thousand (1,000), all of which shall be shares of common stock of the par value of \$1.00 each ("Common Stock").

To the extent required by section 1123(a)(6) of the Bankruptcy Code, 11 U.S.C. § 1123(a)(6), no nonvoting equity securities of the Corporation shall be issued. This provision shall have no further force and effect beyond that required by section 1123(a)(6) of the Bankruptcy Code and is applicable only for so long as such section is in effect and application to the Corporation.

5. Common Stock. Except as otherwise provided by law, the holders of Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

6. Election of Directors. Members of the Board of Directors of the Corporation (the "Board") may be elected only by a plurality of the votes cast at the annual meeting of stockholder by the holders of record of the Corporation's issued and outstanding shares of capital stock present in person or represented by proxy and entitled to vote thereat.

7. Limitation of Liability. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0831 of the General Corporation Law or (d) for any transaction from which the director derived any improper personal benefits. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

8. Indemnification.

(a) Indemnity Undertaking. To the fullest extent permitted by law (including, without limitation, Section 607.0850 of the General Corporation Law), the Corporation shall indemnify any person who is or was made, or threatened to be

made, a party to any threatened, pending or completed action, suit or proceeding (a “Proceeding”), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an “Other Entity”), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of this Section 8.

(b) Advancement of Expenses. The Corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the General Corporation Law, such expenses incurred by or on behalf of any such director, officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director, officer or other person indemnified hereunder, to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there

is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

(c) Rights Not Exclusive. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 8 shall not be deemed exclusive of any other rights which a person seeking indemnification or reimbursement or advancement of expenses may have or to which such person hereafter may be entitled under any statute, this Restated Certificate of Incorporation, the Restated By-Laws of the Corporation, any agreement, any vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(d) Continuation of Benefits. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 8 shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) of the Corporation and shall inure to the benefit of the executors, administrators, legatees and distributees of any such person.

(e) Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this

Section 8, the Restated By-Laws of the Corporation or under Section 607.0850 of the General Corporation Law or any other provision of law.

(f) Binding Effect. The provisions of this Section 8 shall be a contract between the Corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Section 8 is in effect and/or any other person indemnified hereunder, on the other hand, pursuant to which the Corporation and each such director, officer or other person intend to be legally bound. No repeal or modification of this Section 8 shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(g) Procedural Rights. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 8 shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall

constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

(h) Service Deemed at Corporation's Request. Any director or officer of the Corporation serving in any capacity (a) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (b) any employee benefit plan of the Corporation or any corporation referred to in clause (a) shall be deemed, in each case, to be doing so at the request of the Corporation.

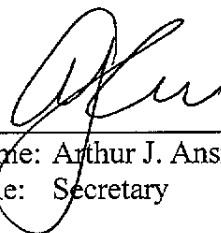
(i) Election of Applicable Law. Any person entitled to be indemnified or to receive reimbursement or advancement of expenses as a matter of right pursuant to this Section 8 may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

9. By-Laws. The Restated By-Laws of the Corporation may be amended, restated or repealed in whole or in part by vote of the holders of record of more than a majority of the Corporation's issued and outstanding shares of capital stock present in person or represented by proxy and entitled to vote thereat.

10. Compromise, Arrangement or Reorganization. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of the General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders of this Corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all stockholders of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation of the Corporation, which restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation, has been executed by Arthur J. Ansin, acting in his capacity as Secretary of the Corporation, this ___th day of _____, 2000.

Prime Succession Partners, Inc.

 12/14/00

Name: Arthur J. Ansin
Title: Secretary