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**BROWN CLARK & WALTERS**  
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Donna J. Kerfoot  
H. Jack Klingensmith  
Conrad J. Lazo  
Stanley Jay Levine  
Carolyn F. McDevitt  
Taso M. Milonas\*\*  
Shane I. Monoz  
Douglas E. Polk  
Geoffrey J. Rice  
Peter Z. Skokos  
James L. Thomason\*\*  
Joel W. Walters \*

Additional Jurisdictions  
John E. Brown - KY  
William G. Christopher - D.C., TX, VA  
Honor E. Erben - IL  
Lynn H. Groseclose - CO  
Jack Klingensmith - CO, IL  
Shane Mufhor - CT  
Geoffrey E. Rice - IL  
James R. Tario - CA  
Joel W. Walters - MO

December 3, 1996

- \* Board Certified Real Estate Attorney
- \*\* Board Certified Tax Attorney
- \*\*\* Board Certified Health Law Attorney
- \*\*\*\* NITA Certified Civil Trial Specialist
- Board Certified Business Litigation Attorney
- † Certified Circuit Court Mediator

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Of Counsel  
James R. Tario

REPLY TO:  
**Sarasota**  
**4046-001**

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

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-12/10/96--01002--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Prime Succession Partners, Inc.

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.

  
Taso M. Milonas

FILED  
96 DEC 9 9 PM 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TMM/ea  
Enclosures

12-10-96  
KR

ARTICLES OF INCORPORATION  
OF  
PRIME SUCCESSION PARTNERS, INC.

FILED  
96 DEC -9 PH 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

PRIME SUCCESSION PARTNERS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of this corporation shall be:

630 Taft Street  
Hollywood, Florida 33624

and the mailing address of this corporation shall be:

3940 Olympic Boulevard, Suite 300  
Erlanger, Kentucky 41018

### ARTICLE III

#### Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### ARTICLE IV

#### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

### ARTICLE VI

#### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this corporation at such office shall be C.T. Corporation System. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Gary Wright	3948 Olympic Boulevard, Suite 300 Erlanger, Kentucky 41018
Myles Cairns	3948 Olympic Boulevard, Suite 300 Erlanger, Kentucky 41018

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Peter Z. Skokos

1819 Main Street, Suite 1100  
Sarasota, Florida 34236

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

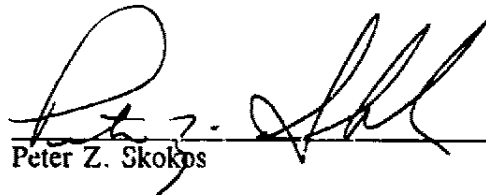
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

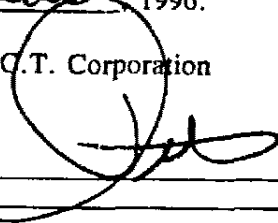
  
\_\_\_\_\_  
Peter Z. Skokos

PRIME SUCCESSION PARTNERS, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, C. T. Corporation, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 2nd day of December 1996.

C.T. Corporation

  
\_\_\_\_\_, as its \_\_\_\_\_

PETER F. SOUZA  
ASSISTANT SECRETARY

FILED  
96 DEC -9 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA