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DIVISION OF CORPORATION

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STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 283231 7390234

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 70.00

ORDER DATE : October 16, 2003

ORDER TIME : 10:24 AM

ORDER NO. : 283231-040

CUSTOMER NO: 7390234

CUSTOMER: Ms. Laurel J. Langford  
Alderwoods Group, Inc.  
Suite 1100  
2225 Sheppard Ave East  
Toronto, ON M2J5C2

FOREIGN FILINGS

NAME: ALDERWOODS (DELAWARE), INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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. Alderwoods (Delaware), Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 61-1264591

(FEI number, if applicable)

4. April 13, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Alderwoods Group, Suite 1000, 311 Elm Street

7. Cincinnati, OH 45202

(Principal office address)

Suite 1100, 2225 Sheppard Avenue East, Toronto, ON Canada M2J 5C2

(Current mailing address)

8. funeral and cemetery management To engage in any act or activity for which  
corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.*

Corporation Service Company

By: 

(Registered agent's signature)

Assistant Vice President

**Brian Courtney**  
**Asst. V. Pres.**

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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. L. Langford  
(Signature of Director or Officer listed in number 12 of the application)

14. Laurel Langford, Secretary  
(Typed or printed name and capacity of person signing application)

## **OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

Alderwoods (Delaware), Inc.

### **List of Officers**

<b>Name:</b>	Paul A. Houston	<b>Title:</b>	President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Laurel J. Langford	<b>Title:</b>	Secretary
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Kenneth A. Sloan	<b>Title:</b>	Treasurer
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Ross S. Caradonna	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Cameron R. Duff	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Charles D. Kizina	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	John S. Lacey	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	Ellen Neeman	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	John O. Palumbo	<b>Title:</b>	Vice President
<b>Bus. Addr.:</b>	311 Elm Street, Suite 1000, Cincinnati, OH 45202		
<b>Name:</b>	Azalea K. Angeles	<b>Title:</b>	Asst. Secretary
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		

### **List of Directors**

<b>Name:</b>	Jeffrey Lowe	<b>Term:</b>	Apr 15, 2004
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		
<b>Name:</b>	William Tottle	<b>Term:</b>	Apr 15, 2004
<b>Bus. Addr.:</b>	2225 Sheppard Ave. East, Ste 1100, Toronto, ON M2J 5C2		

# Delaware

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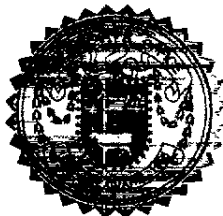
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALDERWOODS (DELAWARE), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALDERWOODS (DELAWARE), INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF APRIL, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2394799 8300

AUTHENTICATION: 2696601

030669300

DATE: 10-17-03