

F95000004139

8/28/98

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
109 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 222-4000

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL.
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-
CONTACT: ANNE MARIE LA FERLA
PHONE: (305) 764-6660
FAX: (305) 764-4996

((H95000009448)))

DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: OSIRIS HOLDING CORPORATION

FAX AUDIT NUMBER: H95000009448

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/25/1998

TIME REQUESTED: 15:41:22

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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ENTER SELECTION AND <CR>:

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*Same officers &
directors as
L71220*

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12/27

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FD-201 (Rev. 10-1-80)

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. OSIRIS HOLDING CORPORATION
(Name of corporation; the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. OCTOBER 11, 1999 4. Perpetual
(Date of Incorporation) (Duration)

5. 65-0206312
(Federal Employer Identification number, if applicable)

6. September 10, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 383 Street Road East, Trevose, Pennsylvania 19053
(Current mailing address)

8. Funeral and cemetery services
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence Miller

Address: 383 Street Road East

Trevose, Pennsylvania 19053

Director: William Shane

Address: 383 Street Road East

Trevose, Pennsylvania 19053

Prepared by: David K. Blatter, Esq., FL Bar #1767387

Ruden Barnett, Et al., P. O. Box 1901
Fort Lauderdale, Florida 33301
(305) 764 1000

D. Officers:

President: Lawrence Miller
Address: 303 Street Road East
Trevose, Pennsylvania 19083

Vice President: _____
Address: _____

Secretary: William Shane
Address: 303 Street Road East
Trevose, Pennsylvania 19083

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

SEE ATTACHED ACCEPTANCE

Registered agent's signature: _____

12. 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.

13. Lawrence Miller
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Lawrence Miller, Director and President
(Name and capacity of person signing application)

Prepared by: David K. Hichert, Esq., FL Bar #0767317
Ruden Barnett, Esq., P. O. Box 190
Fort Lauderdale, Florida 33301
(305) 764-8568


095000009440

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 40.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Osiris Holding Corporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated 8-25, 1995

C T CORPORATION SYSTEM


Tanya M. Villar
Special Assistant Secretary

095000009448

Prepared by: David E. Blum, Esq., FL Bar #3787337
Riden Barnett, Et al., P. O. Box 1901
Fort Lauderdale, Florida 33301
(305) 764-6660

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OBIRIS HOLDING CORPORATION" 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 AUGUST, A.D. 1995.

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

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2212206 8300

950187392

AUTHENTICATION:

DATE:

7612281

08-17-95

Document Number Only

F95000004139

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001674155
-12/29/95--01047--026
*****70.00 *****70.00

Royal Palm North Cemetery, Inc.

Merged into

Oasis Holding Corporation

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/ G/S |
| <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
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Document Examiner
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Acknowledgment
W.P. Verifier

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12/29/95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 29 PM 2:17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

ROYAL PALM NORTH CEMETERY, INC., a Florida corporation, P94000010615

Into

OSIRIS HOLDING CORPORATION, a Delaware corporation F95000004139

File date: December 29, 1995

Corporate Specialist: Steven Harris

55 DEC 29 PM 2:17

RECEIVED
FBI - MIAMI
DEC 29 1995

ARTICLES OF MERGER
of
ROYAL PALM NORTH CEMETERY, INC.,
a Florida corporation,
into
OSIRIS HOLDING CORPORATION,
a Delaware corporation

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, as amended (the "BCA"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Osiris Holding Corporation is a corporation organized under the laws of the State of Delaware ("Osiris"), owning one hundred percent (100%) of the shares of stock of Royal Palm North Cemetery, a corporation organized under the laws of the State of Florida ("Royal Palm", together with Osiris, the "Constituent Corporations").

SECOND: Pursuant to a Plan and Agreement of Merger (the "Plan") adopted by the Board of Directors of Osiris on December 27, 1995 and adopted by the Board of Directors of Royal Palm on December 27, 1995, a copy of which is attached hereto as Exhibit "A", Royal Palm shall merge with and into Osiris (the "Merger").

THIRD: The laws of Delaware, under which Osiris is organized, permit such Merger and Osiris is complying with those laws in effecting the Merger.

FOURTH: On the effective date of the merger, all of the issued and outstanding shares of stock of Royal Palm, shall,

by virtue of the Merger, be canceled, without payment being made in respect thereof or any exchange being made therefor.

FIFTH: Approval of the Merger by the shareholders of Royal Palm is not required because there is to be no conversion or exchange of shares of stock under the Plan; approval of the Merger by the shareholders of Osiris is not required because Osiris' Articles of Incorporation will not change due to the Merger and each Osiris shareholder whose shares were outstanding immediately prior to the effective date of the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

SIXTH: In light of the fact that Osiris is the sole shareholder of Royal Palm, there are no shareholders entitled to dissenters' rights pursuant to Section 607.1320 of the BCA.

SEVENTH: There is no required mailing of the Plan inasmuch as Osiris is the sole shareholder of Royal Palm.

EIGHTH: These Articles shall become effective upon filing.

IN WITNESS WHEREOF, the Undersigned have executed these

12-27-95 01:56PM FROM STRADLEY RONON

TO 188W536304900000W396 P012/015

Articles of Merger this 27th day of December, 1995.

ROYAL PALM NORTH CEMETERY, INC.,
a Florida corporation

By: Lawrence Miller
Lawrence Miller, President

OSIRIS HOLDING CORPORATION,
a Delaware corporation

By: Lawrence Miller
Lawrence Miller, President

Exhibit "A"

PLAN AND AGREEMENT OF MERGER
of
ROYAL PALM NORTH CEMETERY, INC.,
a Florida corporation,
into
OSIRIS HOLDING CORPORATION,
a Delaware corporation

This Plan and Agreement of Merger ("Plan") is made this 27th day of December, 1995, by and between OSIRIS HOLDING CORPORATION, a Delaware corporation ("Osiris"), and ROYAL PALM NORTH CEMETERY, a Florida corporation ("Royal Palm").

W I T N E S S E T H:

WHEREAS, Royal Palm is a wholly-owned subsidiary of Osiris; and

WHEREAS, the Boards of Directors of Royal Palm and Osiris (each of which is herein sometimes called a "Constituent Corporation" and both of which are collectively called the "Constituent Corporations") deem it desirable and in the best interests of the Constituent Corporations that Royal Palm be merged with and into Osiris (the "Merger") under the terms and the conditions herein set forth in accordance with the General Corporation Law of the State of Delaware, as amended (the "GCL") and the Florida Business Corporation Act, as amended (the "BCA"); and

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants contained herein, the parties, intending to be legally bound hereby, hereby agree as follows:

1. Merger. On the Effective Date (as hereinafter defined), Royal Palm shall merge with and into Osiris in the manner and with the effect provided by the GCL and the BCA (Osiris, the surviving corporation, being hereinafter sometimes referred to as the "Surviving Corporation"). As a result of the Merger, the separate existence of Royal Palm shall cease, and the existence of Osiris shall continue as the Surviving Corporation. The merger shall in all respects have the effect provided by Section 259 of the GCL and Section 607.1106 of the BCA.

2. Articles of Incorporation and Bylaws. From and after the Effective Date of Merger, the Certificate of Incorporation and Bylaws of Osiris, as in force immediately prior to the Effective Date of Merger, shall be and become the Certificate of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as permitted by law.

3. Directors and Officers. The members of the Board of Directors and the officers of Osiris on the Effective Date of Merger shall be and remain the members of the Board of Directors and officers, respectively, of the Surviving Corporation and shall hold office from the Effective Date of Merger until their respective successors are duly elected and qualified.

4. Conversion of Shares. On the Effective Date of Merger, One Hundred (100) shares of Royal Palm's common stock, One Cent (\$.01) par value, owned of record by Osiris and representing all of the issued and outstanding shares of Royal Palm, shall, by virtue of the Merger and without need of any further action, be canceled, without any cash, shares, obligations or other securities of Osiris being made in respect thereof or any exchange being made therefor. Each share of common stock of Osiris issued and outstanding immediately prior to the Effective Date shall remain unchanged and continue to be issued and outstanding.

5. Effective Date. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida and the filing of a Certificate of Merger with the Secretary of State of the State of Delaware. Such date is herein and hereinafter called the "Effective Date".

6. Termination of the Plan. This Plan may be terminated by the Board of Directors of either Constituent Corporation at any time prior to the filing of the Articles of Merger and the Certificate of Merger as provided hereinabove notwithstanding approval of such Plan by such corporation's stockholder.

7. Amendment of the Plan. This Plan may be amended at any time prior to the filing of the Certificate of Merger by the Boards of Directors of the Constituent Corporations provided that all of the requirements of Section 251(d) of the GCL and Section 607.1103(8) of the BCA are met.

8. Further Action. Prior to and from and after the Effective Date of Merger, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and the Boards of Directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all

12-27-95 04:55PM FROM STRADLEY RONON

TO 188#536304900000#396 PO15/015

things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by the Resolutions adopted by unanimous written consent of their respective Boards of Directors, have caused this Plan to be executed by a duly authorized officer as of the date first above written.

OSIRIS HOLDING CORPORATION,
a Delaware corporation

By: Lawrence Miller
Lawrence Miller, President

ROYAL PALM NORTH CEMETERY, INC.,
a Florida corporation

By: Lawrence Miller
Lawrence Miller, President

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000004139

1 Corporation Name

OSIRIS HOLDING CORPORATION

FILED

96 NOV 12 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REINSTATEMENT *96*

Principal Place of Business

303 STREET ROAD EAST
TREVOSSE PA 19053

Mailing Address

303 STREET ROAD EAST
TREVOSSE PA 19053

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

3190 TREMONT AVE
Suite, Apt. #, etc.

City & State

TREVOSSE PA

Zip

19053

Country

3. New Mailing Office Address, if Applicable

3190 TREMONT AVE
Suite, Apt. #, etc.

City & State

TREVOSSE PA

Zip

19053

Country

4. Date Incorporated or Qualified To Do Business in Florida

08/28/1995

5. FEI Number

65-0206312

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

\$0.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)

Name of Officers and/or Directors

Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)

City / State / Zip

1. PD

MILLER, LAWRENCE

383 STREET ROAD EAST

TREVOSSE PA 19053

SD

SHANE, WILLIAM

383 STREET ROAD EAST

TREVOSSE PA 19053

AT 0

PAUL WAIMBERG

3190 Tremont Avenue

Trevosse, PA 19053

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-11/19/96-01157-006
***175.00 ***175.00

8. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1209 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

600002008696--7
-11/19/96-01157-006
***200.00 ***200.00
FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Barbara A Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

Date

10-14-96

REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Paul Waimberg

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
PAUL WAIMBERG, Asst Treasurer

Date

11/4/96 (715) 364 7770

Daytime Phone #