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CT CORPORATION

FILED
2002 JAN 22 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Alderwoods (Partner), Inc.

formerly: Loewen Group Inc.

900004788569-1-5
01/22/02 81031-027
*****35.00 *****35.00

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <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 | | |

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1/22/02

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850. 222 7615

N.C.
G. Coillotte
JAN 22 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Loewen Group Inc.
Name of corporation as it appears on the records of the Department of State.
2. Kentucky Incorporated under laws of 3. 02/01/1996 Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/2001
5. Alderwoods (Partner), Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

L. Langford
Signature

January 2, 2002
Date

Laurel Langford
Typed or printed name

Secretary
Title



**JOHN Y. BROWN III
SECRETARY OF STATE**

CERTIFICATE OF EXISTENCE

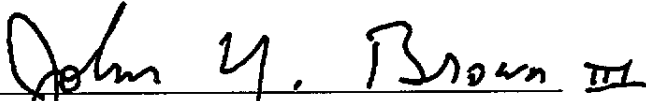
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State, ALDERWOODS (PARTNER), INC. is a corporation duly organized and existing under KRS Chapter 271.B whose date of incorporation is AUGUST 8, 1991 and whose period of duration is PERPEUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

I further certify that the following documents have been filed as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LOEWEN GROUP INC. CHANGING NAME TO ALDERWOODS (PARTNER), INC. FILED DECEMBER 20, 2001.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 15TH day of JANUARY, 2002.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky