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Address _____ 222-1092

City _____ State _____ Zip _____ Phone _____

Riverside Acquisition, Inc.

11/6/97

RECEIVED
97 JAN -6 AM 10 43
DIVISION OF CORRECTION
Pick Up 4:30

mc 116197

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
RIVERSIDE ACQUISITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

Riverside Acquisition, Inc.

2. THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

STREET ADDRESS

19351 Southeast County Line Road
Tequesta, Florida 33469-0768

MAILING ADDRESS

c/o Paul Hart, Esq.
The Loewen Group International, Inc.
3190 Tremont Avenue
Trevose, Pennsylvania 19053

3. THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

1,000 shares common stock, \$.01 par value

4. THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT Corporation System.

5. THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Mark A. Hershey, Esq.
2600 One Commerce Square
Philadelphia, PA 19103

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 3rd DAY OF JANUARY, 1997.

By: Mark A. Hershey
Mark A. Hershey, Esq.
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations
provided for in Section 607.0505.

CT CORPORATION SYSTEM

DATED: 1/6, 1997.

By: Connie Bryan
SIGNATURE/TITLE
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

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STATE
TALLAHASSEE, FLORIDA