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CORPORATION(S) NAME

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Star-Mor Warehousing, Inc. *Merger*

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

STOR-MOR WAREHOUSING, LTD., a Pennsylvania corporation not authorized
to transact business in Florida

INTO

STOR-MOR WAREHOUSING, INC., a Florida corporation, P98000070265.

File date: August 14, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
STOR-MOR WAREHOUSING, LTD.,
a Pennsylvania corporation,
("STOR-MOR PENNSYLVANIA")
INTO
STOR-MOR WAREHOUSING, INC.,
a Florida corporation
("STOR-MOR FLORIDA")**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger:

1. The Plan of Merger is attached hereto as Exhibit A.
2. Pursuant to Section 607.1103(7) of the Act, approval of the Plan of Merger by the shareholders of Stor-Mor Florida is not required.
3. The Plan of Merger was adopted on Aug. 11, 1998 by unanimous written consent of the Board of Directors of Stor-Mor Florida.
4. The Plan of Merger was adopted on Aug. 11, 1998 by unanimous written consent of the Board of Directors and the Shareholders of Stor-Mor Pennsylvania.

STOR-MOR WAREHOUSING, INC.,
a Florida corporation

Dated: Aug. 13, 1998

By: _____


Larry L. Hatter, Secretary

STOR-MOR WAREHOUSING, LTD.,
a Pennsylvania corporation

Dated: Aug. 13, 1998

By: _____



Larry L. Hatter, Secretary

EXHIBIT A

PLAN OF MERGER

1. **Merger:** On the Effective Date (as hereinafter defined), Stor-Mor Warehousing, Ltd., a Pennsylvania corporation ("Stor-Mor Pennsylvania"), shall be merged (the "Merger") with and into Stor-Mor Warehousing, Inc., a Florida corporation ("Stor-Mor Florida"), with Stor-Mor Florida continuing its corporate existence and being the "Surviving Corporation." From and after the Merger, the corporate existence of Stor-Mor Pennsylvania will terminate, all of its rights, privileges and immunities shall be merged into Stor-Mor Florida, and Stor-Mor Florida shall, as the Surviving Corporation, be fully vested therewith.
2. **Articles of Incorporation:** The Articles of Incorporation, as amended, of Stor-Mor Florida as in effect immediately preceding the Effective Date shall remain in effect as the Articles of Incorporation of the Surviving Corporation.
3. **Bylaws:** The Bylaws of Stor-Mor Florida as in effect immediately preceding the Effective Date shall remain the Bylaws of the Surviving Corporation.
4. **Officers and Directors:** The Officers and Directors of Stor-Mor Florida shall remain the officers and directors of the Surviving Corporation.
5. **Conversion of Shares:** No shares or any other consideration shall be issued or paid by Pierce for the shares of Stor-Mor Florida.
6. **State Filings:** The proper officers of Stor-Mor Florida and Stor-Mor Pennsylvania shall make and execute the appropriate certificates or articles of merger, and such other documents, as are required by the Commonwealth of Pennsylvania and the State of Florida, and to cause the same to be filed, in the manner provided by law, with the appropriate state offices.
7. **Effective Date:** The merger provided for by this Plan shall become effective ("Effective Date") on the date of filing of the appropriate documents with the Secretaries of State of Pennsylvania and Florida.