

Filing Fee: \$20.00

ID Number: 126301



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

JUL 3 10 39 AM '03  
SECRETARY OF STATE  
CORPORATIONS DIVISION

**BUSINESS CORPORATION**

**STATEMENT OF CHANGE OF REGISTERED AGENT  
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is MATTHEWS INTERNATIONAL CORPORATION
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
10 Weybosset Street, Providence, RI 02903
- The address of the NEW registered office is:  
170 Westminster Street, Suite 900, Providence, RI 02903
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
CT Corporation System
- The name of the NEW registered agent is:  
Corporation Service Company
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on \_\_\_\_\_  
*(a date not prior to, nor more than 30 days after, filing this statement)*
- The change was authorized by resolution duly adopted by its board of directors. [*Strike if inapplicable pursuant to Section 7-1.1-51(1).*]

Date: 7/1/03 **FILED** MATTHEWS INTERNATIONAL CORPORATION  
 JUL 03 2003 Print Corporate Name  
 By Laura R. Dunlap  Its President  or Its Vice President   
 STATE OF Florida **By MB16 COM** Laura R. Dunlap, Attorney in Fact  
 COUNTY OF Leon

In Tallahassee, FL, on this 1st day of July, 03, personally appeared before me Laura R. Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Cynthia L. Harris  
 Notary Public  
 My Commission Expires: \_\_\_\_\_  
 CYNTHIA L. HARRIS  
 MY COMMISSION # DD 2003001  
 EXPIRES: May 16, 2007  
 Bonded Thru Budget Notary Services

STATE OF PENNSYLVANIA  
COUNTY OF ALLEGHENY

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Steven F. Nicola of Matthews International Corporation ("the Company"), a corporation established under the laws of Pennsylvania, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Steven F. Nicola, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 14<sup>th</sup> day of May, 2003

Matthews International Corporation

BY:

Steven F. Nicola  
Steven F. Nicola  
Vice President, Accounting & Finance

Subscribed and sworn to before me this 14<sup>th</sup> day of May, 2003

Barbara L. Milsak  
Notary Public

Notarial Seal  
Barbara L. Milsak, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires June 11, 2005

Member, Pennsylvania Association of Notaries

MATTHEWS INTERNATIONAL CORPORATION  
ENTITY LIST

Empire Stock Corp.  
Matthews Industries, Inc.  
Matthews International (Arkansas) Corporation  
Matthews International (West Virginia) Corporation  
Matthews International California, Inc.  
Matthews International Colorado, Inc.  
Matthews International Corporation  
Matthews Resources, Inc.  
Matt-One Holding Corporation  
The Doody Group, Inc.  
SLN Group, Inc. The  
The York Group, Inc.  
Venetian Investment Corporation  
York Agency, Inc.