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ID Number: 139928



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Osiris Holding of Rhode Island Subsidiary, Inc.
(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

8/6/76
of consent
with...

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
cemetery activities including transaction of any or all other lawful business for
which corporations may be incorporated under the Rhode Island Business Corporation
Act

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 1,000 (If the authorized shares are to consist of one class, state the par value of such shares or a statement that all of such shares are to be without par value.):

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of common stock, par value of \$1.00 per share

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:
none

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

the Bylaws of the corporation may set forth provisions eliminating or limiting
personal liability of a director or directors of the corporation to the corporation
or its stockholders for monetary damages for breach of a director's or directors'
duty as a director or directors to the extent permitted by the Rhode Island Business*

7. The address of the initial registered office of the corporation is

170 Westminster Street, Suite 900 (Street Address, not P.O. Box)
Providence, RI 02903 and the name of its initial registered agent

(City/Town) (Zip Code)
at such address is Corporation Service Company
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Directors:	<u>Lawrence Miller, William R. Shane</u>	<u>all Directors have an address of:</u>
Directors:	<u>Robert B. Hellman, Allen R. Freedman</u>	<u>155 Rittenhouse Circle</u>
Directors:	<u>Martin R. Lautman, Fenton R. Talbot</u>	<u>Bristol, PA 19007</u>
Director:	<u>Jeff Zawadsky</u>	

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert J. Kupits</u>	<u>Blank Rome LLP, One Logan Square</u> <u>Philadelphia, PA 19103-6998</u>

*(continued from 6 above) Corporation Act to have the same force and effect as though set forth herein.

10. Date when corporate existence is to begin upon the filing of these articles of incorporation
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: April 12, 2004

Robert J. Kupits
Robert J. Kupits

Signature of each Incorporator

STATE OF Pennsylvania
COUNTY OF Philadelphia

In Philadelphia, PA, on this 12th day of April, _____, personally appeared before me Robert J. Kupits

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Catherine A. Van Arsdale

Notary Public

My Commission Expires

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Catherine A. Van Arsdale, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Nov. 25, 2005

Member, Pennsylvania Association of Notaries

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Osiris Holding of Rhode Island, Inc.
123 Howland Avenue
Middletown, Rhode Island 02842
(215) 826-2800

April 23, 2004

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

Re: Consent to Use of Names

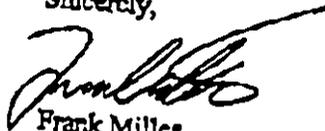
Dear Sir or Madam:

Articles of Organization for a limited liability company named Osiris Holding of Rhode Island Parent LLC and Articles of Incorporation for a corporation named Osiris Holding of Rhode Island Subsidiary, Inc. have been presented to you for filing.

This letter is intended to serve as the written consent of Osiris Holding of Rhode Island, Inc., a Rhode Island corporation, to the aforesaid use of the names Osiris Holding of Rhode Island Parent LLC and Osiris Holding of Rhode Island Subsidiary, Inc. Since each of those names has had one or more words added to make them distinguishable from our name of Osiris Holding of Rhode Island, Inc., this written consent serves to permit use of those names under Chapters 7-16 and 7-1.1 of the General Laws of Rhode Island, 1956, as amended.

The undersigned is the Vice President of Administration of Osiris Holding of Rhode Island, Inc. and, in that capacity, is duly and fully authorized, on behalf of Osiris Holding of Rhode Island, Inc., to enter into this written consent to the aforesaid use of the names Osiris Holding of Rhode Island Parent LLC and Osiris Holding of Rhode Island Subsidiary, Inc.

Sincerely,



Frank Milles
Vice President of Administration
on behalf of
Osiris Holding of Rhode Island, Inc.