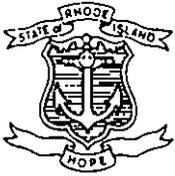


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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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NON-PROFIT CORPORATION

By ade
1285914

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 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:

1. The name of the corporation is THE OAK-DELL CEMETERY COMPANY

2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

106 PETTAQUAMSCUTT LAKE ROAD SAUNDERSTOWN, R.I

02874

3. The address of the NEW registered office is:

114 B SITEFIELD HILL ROAD EXETER, R.I. 02822

4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

AIAN EASTERBROOKS

5. The name of the NEW registered agent is:

BRADFORD GOFF

6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.

7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: Nov 15, 2006

OAK-DELL CEMETERY Co.

Print Corporate Name

By Laura E. Krist-Schwartz Nov. 15, 2006
Its President or Its Vice President