State of Rhode Island and Providence Plantations DESIGNATION OF REGISTERED OFFICE AND APPOINTMENT OF REGISTERED AGENT

"Phillips Memorial Cemetery To the Secretary of State of the State of Rhode Island Pursuant to the provisions of Section (7-6-12, domestic corporations) (7-6-77, foreign corporations) of the (Strike inappropriate words)

General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of designating its registered office and appointing its registered agent in the State of Rhode Island: FIRST: The name of the corporation is HILLIPS .. MEMORIAL Comerces SECOND: The address of its registered agent is A. C.T.H. Po. F. F.ST. C. THIRD: The name of its registered agent is ALCOTT. F. TAILE FOURTH: The address of its registered office and the address of the business office of its registered agent are identical. FIFTH: Such designation and appointment were authorized by resolution duly adopted by said corporation. STATE OF ROUIDENCE SC. of October 19. 84, personally appeared before me. Alco H. E. Phillip. S.

who being by me first duly sworn, declared that he/she is the ... VICE - PRESIDENT

When the Reserved Reserved To Market President To the state of the s of HILLIPS Memorial Comarely that he/she signed the foregoing document as . UK.C. of the corporation, and that the statements therein contained are true