20040305000113980 Pg 1/4 32.00 Shelby Cnty Judge of Probate, AL
ording sudge of Probate, AL
03/05/2004 08:22:00 FILED/CERTIFIE

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY	
A. NAME & PHONE OF CONTACT AT FILER [optional]	
Michael Massanoff	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
Michael Massanoff Prime Acquisition Group, LLC 8000 N. Federal Highway Boca Raton, FL 33487	

After Recording return to:

Myron Lampkin Stewart National Title Services 1980 Post Oak Blvd., Suite 610 Houston, TX 77056

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EBTOR'S EXACT FU	LL LEGAL NAM	E - insert only <u>one</u> debtor name (1a d	or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NA	ME Bolton-Bro	wn Funeral Home LLC				· · · · · · · · · · · · · · · · · · ·	
1b. INDIVIDUAL'S LAST NAME			FIRST NAME	ME MIDDLE NAME			
AILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY	
7 Highway 47 Sou	uth		Columbiana	AL	AL 35051		
AXID#: SSN OR EIN	ADD'L INFO RE ORGANIZATION	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGA	NIZATIONAL ID#, if any	US	
DDITIONAL DERTOR		1 ECAL NAME :				NONE	
	ME		ebtor name (2a or 2b) - do not abbreviate or combin	e names			
	Letiow-Bo	iton, Inc.					
2b. INDIVIDUAL'S LAST N	AME	· · · · · · · · · · · · · · · · · · ·	FIRST NAME	MIDDLE I	MIDDLE NAME		
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	DEBTOR	Corporation	j	· 		NONE	
ECURED PARTY'S	NAME (or NAME of	f TOTAL ASSIGNEE of ASSIGNOR	S/P) - insert only <u>one</u> secured party name (3a or 3b)	 			
3a. ORGANIZATION'S NAME							
OR DESCRIPTION AS ESCROW Agent							
3b. INDIVIDUAL'S LAST NAME.			FIRST NAME	MIDDLE	MIDDLE NAME		
	·						
			CITY	STATE	POSTAL CODE	COUNTRY	
301 Yamato Road, Ste. 4150			Boca Raton	FL	33431	US	
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4. This FINANCING STATEMENT covers the following collateral:

See Exhibit "A" which is attached hereto and incorporated herein.

		CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for ESTATE RECORDS. Attach Addendum	or record) (or recorded) in	if applicable] 7. Check to RECONNA	QUEST SEARCH REPO	RT(S) on Debtor(s) [optional]	All Debtors	Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

File in Shelby County, Alabama

FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

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COLLATERAL DESCRIPTION

The Collateral of this Security Agreement is of the following description:

All of Debtors right, title and interest in the "Assets" The Assets consists of:

All personal and intangible property of the Debtors of every kind and description wherever located, including but not limited to; inventory, furniture, fixtures, equipment, caskets, service items, morgue supplies, urns, clothing, Pre-Need Trust Funds, Pre-Need Accounts Receivable, Pre-Paid Deposits, accounts receivables, licenses, trademarks, trade names, websites, domain names, vehicles, supplier files, lists and records of the Debtors and all files, lists and records of the funeral services performed for decedents and cremation or burial records of the Debtors, all insurance policies, equipment warranties, service contracts, maintenance contracts, business telephone numbers, mailing addresses and all advertising for the Debtors.

COMMITMENT

File No.: 25695

EXHIBIT "A"

A Parcel of land situated in the SW Quarter of the Northwest Quarter and NW Quarter of the SW Quarter of Section 4, Township 24 North, Range 13 East, Shelby County, Alabama, previously described in Book 204, Page 519, of the Office of the Judge of Probate of Shelby County, Alabama, more particularly described as follows:

Commence at the intersection of the South right of way line of Calera –Montevallo Highway, also being Alabama Highway No.25, with the East line of the SW Quarter of the NW Quarter of Section 4, also being the point of beginning; thence run South 89 degrees 58 minutes 08 seconds West, 572.43 feet (550.00 deed) along said South right of way to the East line of property owned by Nash and Gwendolyn David (formerly Orval and Vera Jones); thence South 00 degrees 15 minutes 45 seconds East 1601.51 feet (1600.00 deed) along said East property line and parallel to the East line of the SW Quarter of the NW Quarter; thence North 89 degrees 58 minutes 08 seconds East, 572.43 feet (550.00 deed) to the East line of the NW Quarter of the SW Quarter of Section 4; thence North 00 degrees 15 minutes 45 seconds West along said Quarter line 1601.51 feet (1600.00 deed) to the point of beginning.

Situated in Shelby County, Alabama.

LESS AND EXCEPT: any part of the foregoing property sold to the State of Alabama for highway purposes as recorded in Instrument No. 1992-24263 in the Probate Office of Shelby County, Alabama.

20040305000113980 Pg 4/4 32.00 Shelby Cnty Judge of Probate, AL 03/05/2004 08:22:00 FILED/CERTIFIED