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(Business Entity Name)

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EXAMINER



**New Orleans Office**

**KEITH M. BENIT, PARTNER**  
Admitted in Louisiana and Mississippi

Direct Dial No: (504) 585-7582  
Direct Fax No: (504) 544-6040  
E-mail: benit@chaffe.com

October 28, 2010

Via Federal Express  
Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

Re: Certificates of Conversion and Articles of Organization  
Our File No. 012150/21214

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents which we ask that you place on file:

1. Certificate of Conversion of Baldwin Fairchild Funeral Homes, Inc. into a Limited Liability Company;
2. Articles of Organization for Baldwin Fairchild Funeral Homes, LLC;
3. Certificate of Conversion of Chapel Hill Cemetery, Inc. into a Limited Liability Company;
4. Articles of Organization for Chapel Hill Cemetery, LLC;
5. Certificate of Conversion of Garden of Memories, Inc. into a Limited Liability Company;
6. Articles of Organization for Garden of Memories, LLC;

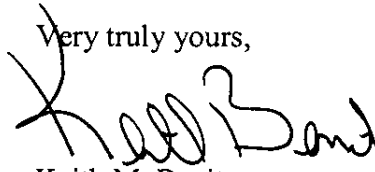
In connection with the filing of the above referenced documents, we are submitting herewith a check in the amount of \$405 to cover your filing fees.

It will be appreciated if you would return to me a filed stamped copy of the aforementioned documents in the enclosed self-addressed envelope.

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Thanking you in advance for your assistance and should you have any questions, please do not hesitate to contact me at (504) 585-7582.

Very truly yours,

A handwritten signature in black ink, appearing to read "Keith M. Benit". The signature is stylized with a large initial "K" and a cursive "Benit".

Keith M. Benit

KMB/gf  
Enclosures

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Certificate of Conversion  
For  
Baldwin Fairchild Funeral Homes, Inc.  
a Florida Profit Corporation  
Into  
A Limited Liability Company

This Certificate of Conversion is submitted to convert Baldwin Fairchild Funeral Homes, Inc., a **Florida Profit Corporation**, into a **Limited Liability Company** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into a Limited Liability Company is:

Baldwin Fairchild Funeral Homes, Inc.

2. The name of the "Other Business Entity" is:

Baldwin Fairchild Funeral Homes, LLC

3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of Florida.

4. The above referenced Florida Profit Corporation has converted into an Limited Liability Company in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity." Baldwin Fairchild Funeral Homes, Inc. was originally incorporated on December 29, 1980.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. The conversion was effective under the laws governing the Limited Liability Company on October 31, 2010 at 11:58 p.m. C.S.T.

8. This conversion shall be effective in Florida on October 31, 2010 at 11:58 p.m. C.S.T.


9. The "Other Business Entity's" principal office address is:

301 NE Ivanhoe Blvd.  
Orlando, FL 32804

10. The Limited Liability Company is not an out-of-state entity.

11. The Limited Liability Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607-1301 – 607.1333, F.S.

Signed this 25th day of October, 2010.

Signature:   
Michael G. Hymel,  
Vice President

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**ARTICLES OF ORGANIZATION OF BALDWIN FAIRCHILD  
FUNERAL HOMES, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is Baldwin Fairchild Funeral Homes, LLC

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

301 NE Ivanhoe Blvd.  
Orlando, FL 32804

**Mailing Address:**

1333 S. Clearview Parkway  
Jefferson, LA 70121

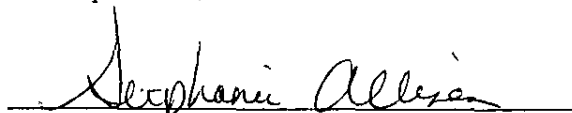
**ARTICLE III**

**Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

C T Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
Registered Agent's Signature

**Stephanie Allison  
Assistant Secretary**

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**ARTICLE IV**  
**Manager(s) or Managing Member(s)**

The name and address of each Manager or Managing Member is as follows:

| <u>Title:</u>   | <u>Name and Address:</u>  |
|-----------------|---|
| Managing Member | Cemetery Management, Inc.<br>1333 S. Clearview Parkway<br>Jefferson, LA 70121 |

**ARTICLE V – Effective Date**

The Effective date of filing is October 31, 2010 at 11:58 p.m. C.S.T.

**Baldwin Fairchild Funeral Homes, L.L.C.**



**Michael G. Hymel** Vice President of  
Cemetery Management, Inc., the sole member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.)

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