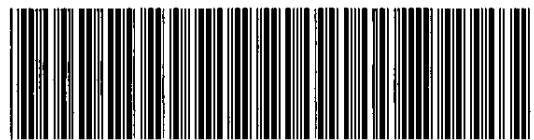


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DIVISION OF CORPORATIONS
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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only

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T. HAMPTON

NOV 18 2010

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;

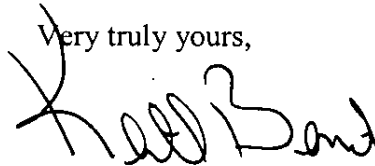
In connection with the filing of the above referenced documents, we are submitting herewith a check in the amount of \$405 to cover your filing fees.

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

Page 2

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 long, sweeping underline.

Keith M. Benit

KMB/gf
Enclosures



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

November 17, 2010

(Via Federal Express)

Ms. Tammy Hampton
Florida Secretary of State's Office
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: LLC Conversions

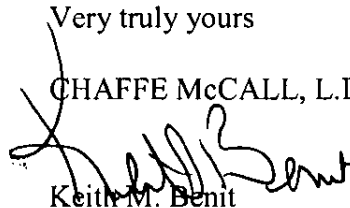
Dear Tammy:

In accordance with our recent telephone conversation, please find the revised Certificate of Conversion and Articles of Organization of Garden of Memories II, LLC.

I sincerely appreciate your assistance in this matter and should you have any questions, please do not hesitate to contact me.

Very truly yours

CHAFFE McCALL, L.L.P.

A handwritten signature in black ink, appearing to read 'Keith M. Benit', is written over the typed name.

Keith M. Benit

KMB/hm
Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 NOV 17 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 2010

KEITH M BENIT
CHAFFE MCCALL
1100 POYDRAS ST
NEW ORLEANS, LA 70163-2300

SUBJECT: GARDEN OF MEMORIES, LLC
Ref. Number: W10000051053

We have received your document for GARDEN OF MEMORIES, LLC and your check(s) totaling \$405.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is 768718 (GARDEN OF MEMORIES, INC).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II

Letter Number: 110A00025700

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Certificate of Conversion
For
Garden of Memories, Inc.
a Florida Profit Corporation
Into
A Limited Liability Company

This Certificate of Conversion is submitted to convert Garden of Memories, 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:

Garden of Memories, Inc.

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

Garden of Memories,^{II} 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". Garden of Memories, Inc. was originally incorporated on October 14, 1937.

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 limited liability's principal office address is:

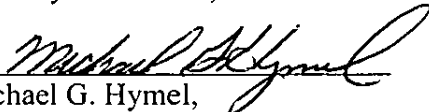
4207 E. Lake Avenue
Tampa, FL 33610

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DIVISION OF CORPORATIONS
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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 GARDEN OF MEMORIES,^{II} LLC

ARTICLE I – Name

The name of the Limited Liability Company is Garden of Memories,^{II} LLC

ARTICLE II – Address

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

Principal Office Address:

4207 E. Lake Ave.
Tampa, FL 33610

Mailing Address:

1333 S. Clearview Parkway
Jefferson, LA 70121

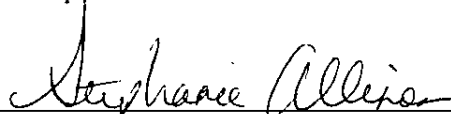
ARTICLE III

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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DIVISION OF CORPORATIONS
10 OCT 29 PM 3:55

**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. 1333 S. Clearview Parkway Jefferson, LA 70121

ARTICLE V – Effective Date

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

Garden of Memories,^{II} LLC



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.)

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 29 PM 3:55**