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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 0724r50003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CEMENTERY MARKETING, INC.
AUDIT NUMBER.....H96000014809
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CEMETERY MARKETING, INC.
REF: W96000022432

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014809
Letter Number: 496A00048575

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ARTICLES OF INCORPORATION OF
CEMETERY MARKETING, INC.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I - NAME

The name of the proposed corporation shall be:
CEMETERY MARKETING, INC.

ARTICLE II - PURPOSE

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

A. Purchase and Sale of Cemetery Lots.

B. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges or ownership, including the right to vote thereon.

C. To purchase, hold, sell and/or transfer other negotiable or transferrable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment

MARINA BARTUREN, ESQUIRE

2100 CORAL WAY, SUITE 900 MIAMI, FLORIDA 33145

(305) 857-0950

FLORIDA BAR NO.: 360473

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for property purchased or acquired, or for any other lawful objects.

D. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided, further that shares of its own capital stock owned by the corporation shall not be voted on directly or indirectly nor counted as outstanding for the purposes of any stockholders' quorum or vote.

Without in any particular, limiting any and all objects and powers of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of filing of these articles.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have is 1,000,000 shares of Capital Stock with \$.10 par value per share.

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(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of this corporation is 2100 Coral Way, Suite 500, Miami, Florida 33145, and the name of the initial registered agent of this corporation at that address is MARINA BARTUREN, ESQ. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient. The mailing address of the corporation is: 2720 South West 79th Avenue, Miami, Florida 33155.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the By-Laws but shall never have less than one (1). The initial Board of Directors of this corporation are as follows: -

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<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
HERNAN ORGANVIDEZ	PRESIDENT/ SECRETARY/ TREASURER	2720 South West 79th Avenue Miami, Florida 33155

ARTICLE VII - INCORPORATORS

The names and post office addresses of each incorporator under these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
HERNAN ORGANVIDEZ	2720 South West 79th Ave. Miami, Florida 33155

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common Shares.

ARTICLE X - TRANSACTIONS
WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors or officers of such other firm or corporation; and no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by reason of fact that

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any director or directors or officer or officers of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at director's meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XI - INDEMNIFICATIONS

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - MISCELLANEOUS

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock

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book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

I, the undersigned, being incorporated hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, this 17 day of October, 1996.


HERNAN ORGANVIDEZ (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

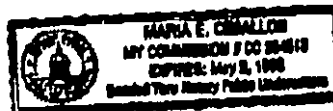
I HEREBY CERTIFY that on this day personally appeared, HERNAN ORGANVIDEZ, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledge the said Articles to be the act and deed of the signer and that the facts therein set forth are true.

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WITNESS my hand and official seal at Miami, County and State above mentioned on this 17th day of October, 1996.


NOTARY PUBLIC- State of Florida

My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

* * * * *

IN COMPLIANCE with Section 48.091, Florida Statute, the following is submitted.

CEMETERY MARKETING, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Miami County of Dade, State of FLORIDA, located at 2100 Coral Way, Suite 500, Miami, Florida, names:

MARINA BARTUREN, ESQ.

as its registered agent to accept service of process within the State of Florida.

Marina Barturen
MARINA BARTUREN

TITLE: Registered Agent

DATE: 10/17/1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Marina Barturen
MARINA BARTUREN (Registered Agent)

DATE: 10/17/1996

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