



207982

ACCOUNT NO. : 072100000032
REFERENCE : 069038 4324348
AUTHORIZATION :
COST LIMIT : \$ 70,000 *Patricia Puyot*

ORDER DATE : December 16, 1998
ORDER TIME : 10:01 AM
ORDER NO. : 069038-015
CUSTOMER NO: 4324348

600002714586--5

CUSTOMER: Lisa M. Newburn, Legal Asst.
Service Corporation Intl.
1929 Allen Parkway
Houston, TX 770190548

FILED
98 DEC 17 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WOODLAWN MEMORIAL PARK, INC.

INTO

SCI FUNERAL SERVICES OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm
EXAMINER'S INITIALS:

98 DEC 17 AM 11:23
DIVISION OF CORPORATION

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3/31/98
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WOODLAWN MEMORIAL PARK, INC., A Florida corporation, document 018143

INTO

SCI FUNERAL SERVICES OF FLORIDA, INC., a Florida corporation, 207982.

File date: December 17, 1998

Corporate Specialist: Carol Mustain

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

WOODLAWN MEMORIAL PARK, INC.

AND

SCI FUNERAL SERVICES OF FLORIDA, INC.

To the Department of State
State of Florida

* All date
Dec 31, 98

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Woodlawn Memorial Park, Inc. into SCI Funeral Services of Florida, Inc., as approved by the Board of Directors of the parent corporation on December 15, 1998.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 15, 1998.
3. Shareholder approval was not required for the merger.
4. The effective date of the merger herein provided for December 31, 1998.

Executed on December 15, 1998.

FILED
98 DEC 19 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOODLAWN MEMORIAL PARK, INC.

By: Suzanne Dineff
Suzanne Dineff, Assistant Secretary

SCI FUNERAL SERVICES OF FLORIDA,
INC.

By: Suzanne Dineff
Suzanne Dineff, Assistant Secretary

PLAN OF MERGER

1. SCI Funeral Services of Florida, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Woodlawn Memorial Park, Inc., which is also a business corporation of the State of Florida, hereby merges Woodlawn Memorial Park, Inc. into SCI Funeral Services of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Woodlawn Memorial Park, Inc. shall cease at the effective time and date of the merger, and SCI Funeral Services of Florida, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Woodlawn Memorial Park, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of SCI Funeral Services of Florida, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.