

207982



ACCOUNT NO. : 072100000032

REFERENCE : 943031 4324348

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 105.00

ORDER DATE : December 22, 2000

ORDER TIME : 3:40 PM

ORDER NO. : 943031-005

700003512147--7

CUSTOMER NO: 4324348

CUSTOMER: Ms. Judith M. Marshall  
Service Corporation Intl.  
1929 Allen Parkway  
Houston, TX 770190548

ARTICLES OF MERGER

GIBRALTAR MAUSOLEUM OF FLORIDA  
INC.  
HILLSBORO MEMORIAL GARDENS, IN

INTO

SCI FUNERAL SERVICES OF  
FLORIDA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 22 PM 4: 54

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

EFFECTIVE DATE  
12/31/00

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

S. PAYNE DEC 26 2000

*RECEIVED  
DEC 22 2000  
OFFICE OF THE  
SECRETARY OF STATE*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GIBRALTER MAUSOLEUM OF FLORIDA, INC., a Florida corp., L07955  
HILLSBORO MEMORIAL GARDENS, INC., a Florida corp., 260975

INTO

**SCI FUNERAL SERVICES OF FLORIDA, INC.**, a Florida entity, 207982.

File date: December 22, 2000 , effective December 31, 2000

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 105.00

ARTICLES OF MERGER  
OF

EFFECTIVE DATE  
12/31/00

GIBRALTAR MAUSOLEUM OF FLORIDA, INC.  
(a Florida corporation)

AND

HILLSBORO MEMORIAL GARDENS, INC.  
(a Florida corporation)

AND

SCI FUNERAL SERVICES OF FLORIDA, INC.  
(a Florida corporation)

FILED  
00 DEC 22 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the domestic parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. with and into SCI Funeral Services of Florida, Inc. as approved by the Board of Directors of Gibraltar Mausoleum of Florida, Inc. on December 15, 2000, as approved by the Board of Directors of Hillsboro Memorial Gardens, Inc. on December 15, 2000, and adopted at a meeting by the Board of Directors of SCI Funeral Services of Florida, Inc. on December 15, 2000.

2. The merger of Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. with and into SCI Funeral Services of Florida, Inc. is permitted by the laws of the Florida Business Corporation Act and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of SCI Funeral Services of Florida, Inc. was December 15, 2000.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be December 31, 2000.

Executed on this 18th day of December, 2000.

Gibraltar Mausoleum of Florida, Inc.  
a Florida corporation

By: Curtis G. Briggs  
Name: Curtis G. Briggs  
Capacity: Vice President

Hillsboro Memorial Gardens, Inc.,  
a Florida corporation

By: Curtis G. Briggs  
Name: Curtis G. Briggs  
Capacity: Vice President

SCI Funeral Services of Florida, Inc.,  
a Florida corporation

By: Curtis G. Briggs  
Name: Curtis G. Briggs  
Capacity: Vice President

## 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 Gibraltar Mausoleum of Florida, Inc. and is the owner of all of the outstanding shares of Hillsboro Memorial Gardens, Inc., which are both business corporations of the State of Florida, hereby merges Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. into SCI Funeral Services of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. shall cease at the time the merger takes effect 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 articles of incorporation of SCI Funeral Services of Florida, Inc. are not amended in any respect by this Plan of Merger.
4. The issued shares of Gibraltar Mausoleum of Florida, Inc. and the issued shares of Hillsboro Memorial Gardens, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.
5. Each share of SCI Funeral Services of Florida, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of SCI Funeral Services of Florida, Inc. after the effective date of the merger.
6. No shares of SCI Funeral Services of Florida, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. 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.