

207982

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

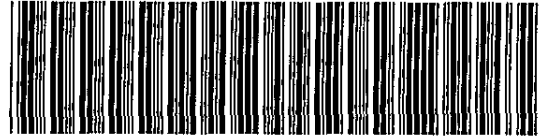
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
12/31/04

*Merge*

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NOV 22 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 987506 4324348  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 70.00

ORDER DATE : November 22, 2004  
ORDER TIME : 3:29 PM  
ORDER NO. : 987506-020  
CUSTOMER NO: 4324348  
CUSTOMER: Ms. Judith M. Marshall  
Service Corporation Intl.  
1929 Allen Parkway  
Houston, TX 77019-0548

ARTICLES OF MERGER

FM CEMETERY, INC.

INTO

SCI FUNERAL SERVICES OF  
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

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

EFFECTIVE DATE  
= 12/31/04

**ARTICLES OF MERGER**

**OF**

**FM CEMETERY, INC.**  
**(a Florida corporation)**

**AND**

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

FILED  
04 NOV 22 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

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. The following is a Plan of Merger for merging FM Cemetery, Inc. into SCI Funeral Services of Florida, Inc., as approved by the Board of Directors of the parent corporation on November 15, 2004.

"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 FM Cemetery, Inc., a Florida corporation, hereby merges FM Cemetery, Inc. into SCI Funeral Services of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act.

"2. The separate existence of FM Cemetery, 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 FM Cemetery, 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.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on November 15, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for shall be 11:59 p.m. on December 31, 2004.

Executed on November 16, 2004.

FM CEMETERY, 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