

207982

(Requestor's Name)

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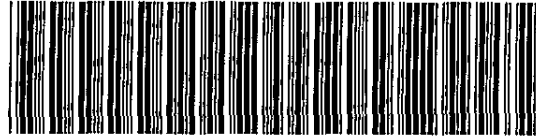
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOV 22 PM 3:56
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 987506 4324348

AUTHORIZATION :

Patricia Pizoto

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