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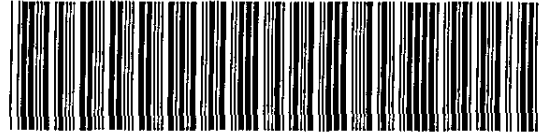
(Business Entity Name)

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EFFECTIVE DATE
12/31/04

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TALLAHASSEE, FLORIDA
NOV 22 PM 3:56

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NOV 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

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

ORDER DATE : November 22, 2004
ORDER TIME : 3:27 PM
ORDER NO. : 987506-015
CUSTOMER NO: 4324348
CUSTOMER: Ms. Judith M. Marshall
Service Corporation Intl.
1929 Allen Parkway
Houston, TX 77019-0548

ARTICLES OF MERGER

ECI-SAN JOSE, INC.

INTO

SCI FUNERAL SERVICES OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
ECI-SAN JOSE, INC.
(a Delaware corporation)
AND
SCI FUNERAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

12/31/04
04 NOV 22 PM 4:28
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging ECI-San Jose, Inc., a business corporation incorporated under the laws of the State of Delaware, with and into SCI Funeral Services of Florida, Inc., a business corporation incorporated under the laws of the State of Florida.

2. The merger of ECI-San Jose, Inc. with and into SCI Funeral Services of Florida, Inc. is permitted by the laws of the jurisdiction of organization of ECI-San Jose, Inc. and is in compliance with said laws. The date of adoption of the Plan and Agreement of Merger by the shareholders of ECI-San Jose, Inc. was November 15, 2004.

3. The shareholders of SCI Funeral Services of Florida, Inc. entitled to vote thereon approved and adopted the aforesaid Plan and Agreement of Merger by written consent given on in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be on December 31, 2004.

Executed on November 16, 2004.

ECI-SAN JOSE, INC.

By: Curtis G. Briggs
Curtis G. Briggs, Vice President

SCI FUNERAL SERVICES OF FLORIDA, INC.

By: Curtis G. Briggs
Curtis G. Briggs, Vice President

**PLAN AND AGREEMENT OF MERGER
OF**

**ECI-SAN JOSE, INC.
(a Delaware corporation)**

WITH AND INTO

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

PLAN AND AGREEMENT OF MERGER approved on November 15, 2004, pursuant to the General Corporation Law of the State of Delaware by ECI-San Jose, Inc., and by resolution adopted by its Board of Directors on said date, and approved on November 15, 2004, pursuant to the Business Corporation Act of the State of Florida by SCI Funeral Services of Florida, Inc., and by resolution adopted by its Board of Directors on said date.

WHEREAS, ECI-San Jose, Inc. and SCI Funeral Services of Florida, Inc. and their respective Board of Directors declare it advisable and to the advantage, welfare and best interests of said corporations and their respective shareholders, to merge ECI-San Jose, Inc. with and into SCI Funeral Services of Florida, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Business Corporation Act of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of ECI-San Jose, Inc. and duly approved by a resolution adopted by the Board of Directors of SCI Funeral Services of Florida, Inc., the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. ECI-San Jose, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into SCI Funeral Services of Florida, Inc., which shall be the surviving company from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Business Corporation Act of the State of Florida. The separate existence of ECI-San Jose, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective date in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Articles of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

4. The directors and officers in office of the surviving corporation on the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation on the effective date of the merger shall be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. In conjunction with the merger, the surviving corporation shall issue one share of its common stock to its sole shareholder as calculated by proportional fair market value of the terminating corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of the Business Corporation Act of the State of Florida, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and as prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and within the State of Florida and elsewhere to effectuate the merger herein provided for.

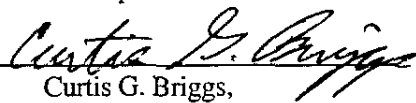
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective date of the merger provided for herein shall be December 31, 2004.


IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: November 16, 2004

ECI-SAN JOSE, INC.,
a Delaware corporation

By: 
Curtis G. Briggs,
Vice President

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

By: 
Curtis G. Briggs,
Vice President