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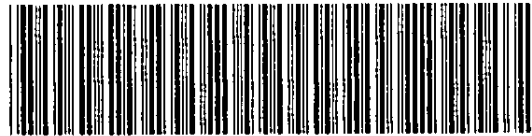
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B. KOHR

JUN 23 2010

EXAMINER



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 6/30/2010

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUN 23 PM 3:03

ACCOUNT NO. : I20000000195
REFERENCE : 426086 4324348
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 260.00

ORDER DATE : June 23, 2010
ORDER TIME : 3:15 PM
ORDER NO. : 426086-015
CUSTOMER NO: 4324348

File Last

ARTICLES OF MERGER

MHI GROUP, LLC; FOUNTAINHEAD
MEMORIAL PARK, LLC...ET ALL

INTO

SCI FUNERAL SERVICES OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 6/30/2010

FILED STATE
SECRETARY OF CORPORATIONS
10 JUN 23 PM 3:03

**Certificate of Merger
for
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>MHI Group, LLC</u> ^{LO9000029079}	<u>Florida</u>	<u>limited liability company</u>
<u>Fountainhead Memorial Park, LLC</u> ^{LO2000030609}	<u>Florida</u>	<u>limited liability company</u>
<u>Coral Ridge Funeral Home and Cemetery, Inc.</u> ^{G72396}	<u>Florida</u>	<u>domestic corporation</u>
<u>Kadek Enterprises of Florida, Inc.</u> ^{H34179}	<u>Florida</u>	<u>domestic corporation</u>
<u>Garden Sanctuary Acquisition, Inc.</u> ^{P96000054024}	<u>Florida</u>	<u>domestic corporation</u>
<u>Security Trust Plans, Inc.</u> ^{F55076}	<u>Florida</u>	<u>domestic corporation</u>
<u>RG Memorial Chapels, Inc.</u> ⁶⁴⁵⁹³³	<u>Florida</u>	<u>domestic corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction, for the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>SCI Funeral Services of Florida, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

The effective date and time of the merger shall be on June 30, 2010 at 11:59 p.m., Central Standard Time.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

The surviving party is organized under the laws of Florida.



SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

The surviving party is organized under the laws of Florida.







EIGHTH: If the surviving party is an out-of-state entity not qualified to transact Business in this state, the surviving entity:

The surviving party is organized under the laws of Florida.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual and Title
MHI Group, LLC By its sole member: Alderwoods Group, LLC		Curtis G. Briggs, President
Fountainhead Memorial Park, LLC By its sole member: SCI Funeral Services of Florida, Inc.		Curtis G. Briggs, Vice President

[additional signature page to follow]

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual and Title
Coral Ridge Funeral Home and Cemetery, Inc.		Curtis G. Briggs, Vice President
Kadek Enterprises of Florida, Inc.		Curtis G. Briggs, Vice President
Garden Sanctuary Acquisition, Inc.		Curtis G. Briggs, Vice President
Security Trust Plans, Inc.		Curtis G. Briggs, Vice President
RG Memorial Chapels, Inc.		Curtis G. Briggs, President
SCI Funeral Services of Florida, Inc.		Curtis G. Briggs, Vice President

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>MHI Group, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>Fountainhead Memorial Park, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>Coral Ridge Funeral Home and Cemetery, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>
<u>Kadek Enterprises of Florida, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>
<u>Garden Sanctuary Acquisition, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>
<u>Security Trust Plans, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>
<u>RG Memorial Chapels, Inc.</u>	<u>Florida</u>	<u>domestic corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SCI Funeral Services of Florida, Inc.	Florida	domestic corporation

THIRD: The terms and conditions of the merger are as follows:

The Merger: MHI Group, LLC, Fountainhead Memorial Park, LLC, Coral Ridge Funeral Home and Cemetery, Inc., Kadek Enterprises of Florida, Inc., Garden Sanctuary Acquisition, Inc., Security Trust Plans, Inc., and RG Memorial Chapels, Inc., (hereinafter sometimes referred to as the "Merging Parties") shall be merged with and into SCI Funeral Services of Florida, Inc., which shall be the surviving corporation on the Effective Time of the Merger (hereinafter sometimes referred to as the "Surviving Party"), and which shall continue to exist as said Surviving Party under its present name in accordance with Florida Statutes. The separate existence of the Merging Parties shall cease on the Effective Time of the Merger, as herein defined, in accordance with Florida Statutes.

Effective Time of the Merger: The merger shall become effective on June 30, 2010 at 11:59 p.m., Central Standard Time.

Effects of Merger: At the Effective Time of the Merger, the effects of the merger shall occur as provided in s.608.4383 – 607.11101, Florida Statutes. Subject to, and without limiting the foregoing, the following shall also occur at the effective time:

(a) The Articles of Incorporation of the Surviving Party, as in effect immediately prior to the Effective Time of the Merger, shall be the Articles of Incorporation of the Surviving Party until altered, amended or repealed in accordance with the provisions thereof and with Florida Statutes.

(b) The Bylaws of the Surviving Party, as in effect immediately prior to the Effective Time of the Merger, shall be the Bylaws of the surviving corporation until altered, amended or repealed in accordance with the provisions thereof and with Florida Statutes.

(c) Each person who is a director of the Surviving Party immediately prior to the Effective Time of the Merger shall continue to be a director of the Surviving Party from and after the Effective Time of the Merger and shall serve in such capacity until his or her successor is elected or appointed, or until his or her death, resignation, or removal.

(d) The officers of the Surviving Party immediately prior to the Effective Time of the Merger shall be the officers of the Surviving Party, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

(a) At the Effective Time of the Merger, by virtue of consummation of the Merger and without further action by any party to the Merger, members interest in MHI Group, LLC, and Fountainhead Memorial Park, LLC, shall not be converted in any manner but shall be cancelled and extinguished.

(b) At the Effective Time of the Merger, each common share of stock of Coral Ridge Funeral Home and Cemetery, Inc., Kadek Enterprises of Florida, Inc., Garden Sanctuary Acquisition, Inc., Security Trust Plans, Inc., and RG Memorial Chapels, Inc., issued and outstanding prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and all rights in respect thereof shall cease, and no shares of stock of the Surviving Party shall be issued in exchanged therefor.

(c) Each common share of stock of the Surviving Party issued and outstanding immediately prior to the Effective Time of the Merger shall remain a share of common stock of the Surviving Party and will retain the same rights and privileges as it had prior to the Effective Time of the Merger.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The merging and surviving parties are all organized under the laws of Florida.

SIXTH: Other provisions, if any, relating to the merger are as follows:

This Plan of Merger shall be construed and interpreted in accordance with the laws of the State of Florida.