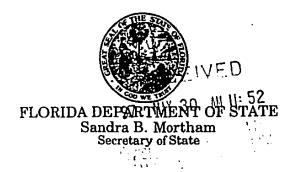
| Tallahassee<br>City/State                                       | Address  FL 32317 4 25-1340  Zip Phone #   | Office Use Only                        |
|---|--|--|
| 1. Function (Con  | NAME(S) & DOCUMENT N   | 8000021564986<br>-04/28/9701068002     |
| 3(Corp  | poration Name)   | (Document #)                           |
| Walk in   | Pick up time  Will wait  Photoco   | Certified Copy  Certificate of Status: |
| Profit NonProfit Limited Liability Domestication Other          | AMENDMENTS  Amendment  Resignation of R.A., Officer/  Change of Registered Agent  Dissolution/Withdrawal  Merger | Director 9500 SS 3                     |
| OTHER FILINGS  Annual Report  Fictitious Name  Name Reservation | REGISTRATION/ QUALIFICATION  Foreign Limited Partnership Reinstatement Trademark Other                           | Call What Jank                         |

Examiner's initials



April 28, 1997

FUNERAL SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: FUNERAL SERVICES, INC.

Ref. Number: 317162

We have received your document for FUNERAL SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Letter Number: 597A00021940

Joy Moon-French Corporate Specialist

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

97 MAY 30 PH 2: 02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

## FUNERAL SERVICES, INC.

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At the regularly scheduled meeting of the Board of Directors held on September 11, 1996 the Board of Directors, a quorum being present, approved an amendment to the Articles of Incorporation as set forth below to be recommended to the shareholders; and

At a meeting of the stockholders called and held according to the applicable provisions of the laws of Florida and this corporation's articles and bylaws, after due notice, on December 4, 1996, at which meeting a quorum of the shareholders of record holding issued and outstanding stock in this corporation being present, a majority of the stockholders present in person and by proxy, such majority being sufficient for approval, adopted the following amendment to Article IX which articles shall now read:

No person shall be permitted to hold, own, vote, or have proxies for, more than ten percent (10%) of the issued stock of the Corporation; if the stockholder is a corporation (or other type of entity, organization or non-natural person) which directly or indirectly controls or is controlled by or is under common control with any other stockholder which is also a corporation (or other type of entity, organization or non-natural person), said controlled group of entities, regardless of the number of related organizations, shall not be permitted to directly, indirectly or constructively hold, own, vote or have proxies for, more than ten percent (10%) of the issued stock of the Corporation. Provided, however, this Article shall not limit the right of the Board of Directors to obtain proxies without limit.

In witness whereof, these Articles of Amendment are being executed and filed, by the president and the secretary pro tem of Funeral Services, Inc., on behalf of Funeral Services, Inc.

Harriet C. Irwin, President

. Robin Skinner, Secretary

State of Florida County of Leon

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared the president and the secretary pro tem of Funeral Services, Inc., to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me executing the same.

WITNESS my hand and official seal, on Way 16, 1997, in Leon County, Florida.

Notary Oublic

(SEAL)

Commission Expiration Date:

in S. Claud

G:\USERS\CLIENT\FSI\AMEND.ART

