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DIVISION OF CORPORATIONS
05 AUG 24 AM 9:56

Merger

08/24/05

DC



Sandy W. Maini
Direct Dial: (770) 951-6781
Direct FAX: (770) 303-1134
E-MAIL: smaini@hssw.com

August 23, 2005

VIA FEDEX

Darlene Connell
Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, FL 32399

Re: Forest Meadows Funeral Home & Cemeteries, Inc./Forest Meadows Merger, Inc.

Dear Darlene:

Please find enclosed for resubmission and filing is an original and one conformed copy of the Articles of Merger and Plan and Agreement of Merger in connection with the merger of Forest Meadows Merger, Inc., a Florida corporation, with and into Forest Meadows Funeral Home & Cemeteries, Inc., a Florida corporation. Please note that a firm check in the amount of \$78.75 for the filing and certification fees have already been submitted to you with the original filing.

Please file the Articles of Merger and return a certified copy to:

Sandy Maini
Hartman, Simons, Spielman & Wood, LLP
6400 Powers Ferry Rd.
Suite 400
Atlanta, GA 30339

Thank you again for your assistance with this matter. If you have any questions concerning this matter, **please call me at 770-951-6781.**

Sincerely,

Sandy W. Maini
Legal Assistant

SWM
Enclosures



Hartman, Simons,
Spielman & Wood, LLP

Sandy W. Maini
Direct Dial: (770) 951-6781
Direct FAX: (770) 303-1134
E-MAIL: smaini@hssw.com

August 16, 2005

VIA FEDEX

Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, FL 32399

Re: Forest Meadows Funeral Home & Cemeteries, Inc./Forest Meadows Merger, Inc.

To Whom It May Concern:

Enclosed herewith for filing with the Secretary of State in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S. is an original and one conformed copy of the Articles of Merger and Plan and Agreement of Merger in connection with the merger of Forest Meadows Merger, Inc., a Florida corporation, with and into Forest Meadows Funeral Home & Cemeteries, Inc., a Florida corporation. Also enclosed is a firm check in the amount of \$78.75 for the filing and certification fees.

Please file the Articles of Merger as expeditiously as possible and return a certified copy to:

Sandy Maini
Hartman, Simons, Spielman & Wood, LLP
6400 Powers Ferry Rd.
Suite 400
Atlanta, GA 30339

Thank you for your assistance with this matter. If you have any questions concerning this matter, **please call me at 770-951-6781.**

Sincerely,

A handwritten signature in cursive script that reads "Sandy W. Maini".

Sandy W. Maini
Legal Assistant

SWM
Enclosures

HARTMAN, SIMONS, SPIELMAN & WOOD, LLP
6400 Powers Ferry Road, N.W. • Suite 400 • Atlanta, Georgia 30339 • www.hssw.com • (770) 955-3555

ARTICLES OF MERGER
of
FOREST MEADOWS MERGER, INC.,
a Florida corporation,
with and into
FOREST MEADOWS FUNERAL HOME & CEMETERIES, INC.,
a Florida corporation

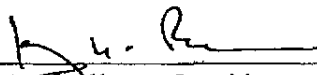
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 24 AM 9:56

In accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, **FOREST MEADOWS FUNERAL HOME & CEMETERIES, INC.**, a Florida corporation (the "Surviving Corporation"), hereby certifies in connection with the merger (the "Merger") of **FOREST MEADOWS MERGER, INC.**, a Florida corporation (the "Merging Corporation"), with and into the Surviving Corporation:

1. The name and state of incorporation of the Surviving Corporation is "Forest Meadows Funeral Home & Cemeteries, Inc.", a Florida corporation.
2. The name and state of incorporation of the Merging Corporation is "Forest Meadows Merger, Inc.", a Florida corporation.
3. The executed Plan and Agreement of Merger (the "Plan") is attached hereto.
4. The Plan was adopted by joint unanimous consent by the shareholders and the Board of Directors of the Surviving Corporation on August 22, 2005 in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act.
5. The Plan was adopted by joint unanimous consent by the shareholders and the Board of Directors of the Merging Corporation on August 22, 2005, in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation in the Merger, has caused its duly authorized representative to execute these Articles of Merger as of this 22nd day of August, 2005.

Forest Meadows Funeral Home & Cemeteries, Inc.,
a Florida corporation
"Surviving Corporation"



Kyle M. Bollman, President

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (the "Agreement"), is dated this 22nd day of August, 2005, pursuant to Chapter 607 of the Florida Business Corporation Act, between Forest Meadows Merger, Inc., a Florida corporation and Forest Meadows Funeral Home & Cemeteries, Inc., a Florida corporation.

WITNESSETH that:

WHEREAS, the Forest Meadows Merger, Inc. (the "Merging Corporation") owns 100% of the issued and outstanding stock of Forest Meadows Funeral Home & Cemeteries, Inc. (the "Surviving Corporation"); and

WHEREAS, Forest Meadows Merger, Inc. desires to merge with and into Forest Meadows Funeral Home & Cemeteries, Inc.; and

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby set forth the terms and conditions of said merger (the "Merger") and mode of carrying the same into effect as follows:

FIRST: Forest Meadows Merger, Inc. shall merge with and into Forest Meadows Funeral Home & Cemeteries, Inc., which shall be the surviving corporation when the Merger takes place and which shall continue to exist as said surviving entity under the name Forest Meadows Funeral Home & Cemeteries, Inc. The separate existence of the Merging Corporation shall cease when the Merger takes effect.

SECOND: The Articles of Incorporation of Forest Meadows Funeral Home & Cemeteries, Inc., as is in effect on the date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Forest Meadows Funeral Home & Cemeteries, Inc. until amended

and changed in the manner prescribed by the jurisdiction of organization of the Surviving Corporation.

THIRD: By virtue of the Merger and without any action on the part of the holder of any shares of common stock of the Merging Corporation, each share of common stock of Forest Meadows Merger, Inc. shall be exchanged and converted into one (1) fully paid and non-assessable share of the common stock, \$0.01 par value per share, of the Surviving Corporation. By virtue of the Merger and without any action on the part of the holder of any shares of common stock of the Surviving Corporation, each share of common stock of Forest Meadows Funeral Home & Cemeteries, Inc. solely held by Forest Meadows Merger, Inc. shall automatically be cancelled and returned to the status of authorized but unissued shares and shall no longer be outstanding, and all rights in respects thereof shall cease to exist.

FOURTH: The Merger shall become effective upon filing of the Articles of Merger.

FIFTH: The Agreement of Merger herein made shall be submitted to the respective shareholders of the Merging Corporation and the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

SIXTH: The Merging Corporation has complied with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

SEVENTH: In the event that the Agreement of Merger shall have been approved by the respective shareholders entitled to vote of the Merging Corporation and the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the

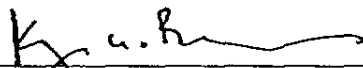
State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

EIGHTH: The Board of Directors and the proper officers of the Merging Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, 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 Agreement of Merger or of the Merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Agreement as of the 22nd day of August, 2005.

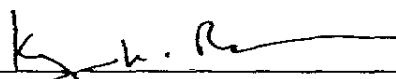
"Merging Corporation"

FOREST MEADOWS MERGER, INC.


By: Kyle M. Bollman
Its: President

"Surviving Corporation"

FOREST MEADOWS FUNERAL HOME &
CEMETERIES, INC.


By: Kyle M. Bollman
Its: President