

639020

BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

M. THOMAS BOND, JR.
JOHN W. ARNETT*
WILLIAM H. PHELAN, JR.
ANN MELINDA CRAIGGS
COLLEEN M. DURIS

*BOARD CERTIFIED REAL ESTATE LAWYER

FILED
98 JAN -5 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(904) 622-1188
FAX
(904) 622-1129

November 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002389696--6
-01/05/98-01077-005
*****35.00 *****35.00

RE: Roberts Funeral Home, Inc.

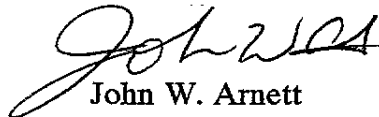
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment regarding the above corporation together with a check in the amount of \$35.00. Please file and return a copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

BOND, ARNETT & PHELAN, P.A.


John W. Arnett

JWA:dn
Encls. As stated above

c:\corp\secre

VS JAN 9 1998

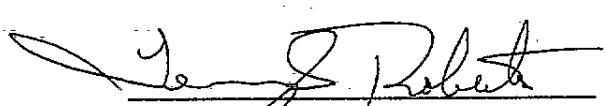
N/C

**ARTICLES OF AMENDMENT
OF
ROBERTS FUNERAL HOME, INC.**

The undersigned, being the President and the Secretary of the corporation, hereby certify that:

1. The name of the corporation is **ROBERTS FUNERAL HOME, INC.**
2. The corporation was formed pursuant to the filing of a Certificate of Incorporation in the office of the Secretary of State on the 8th day of October, 1979.
3. In accordance with Florida Statute 607.1003, all of the Shareholders and all of the Directors approved the amendment to the Certificate of Incorporation changing the name of the corporation to **TERRY S. ROBERTS, INC.** on November 20, 1997. This amendment is specified in the Statement attached hereto as Exhibit "A" and hereby made a part of this amendment.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed in its name by its President and Secretary and the corporate seal to be affixed, this 25th day of November, 1997.


Terry S. Roberts, President and
Secretary

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Terry S. Roberts, who is either personally known to me or who has produced the identification described below, and who subscribed the above amendment to the Certificate of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ocala in said County and State, this 25th day of November, 1997.

(SEAL)

My Commission Expires:

Print: Deborah Neger
Notary Public, State of Florida

HA
Identification

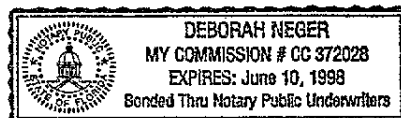


EXHIBIT "A"

Amendment to Certificate of Incorporation

The undersigned, being the sole Shareholder and Director of **ROBERTS FUNERAL HOME, INC.**, agrees that Article I be amended to read as follows:

"ARTICLE I.

The name of this corporation shall be **TERRY S. ROBERTS, INC."**

IN WITNESS WHEREOF, the sole Shareholder and Director has hereunto set his hand
this 25th day of November, 1997.

A handwritten signature in dark ink, appearing to read 'Terry S. Roberts', is written over a horizontal line.

Terry S. Roberts,
Sole Shareholder and Director