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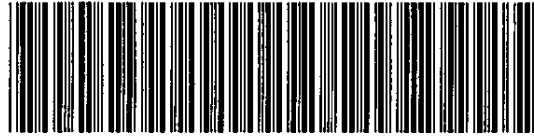
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
08 MAY 21 PM 2:26
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SHUMAKER

Shumaker, Loop & Kendrick, LLP

Karen P. Sullivan
(813) 221-7161
ksullivan@slk-law.com

Bank of America Plaza 813.229.7600
101 East Kennedy Boulevard 813.229.1660 fax
Suite 2800
Tampa, Florida 33602

www.slk-law.com

May 19, 2008

VIA FIRST CLASS MAIL

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation
Italian Club Cemetery, Inc.

Dear Sir or Madam:

Enclosed please find an original Amended and Restated Articles of Incorporation and an executed Certificate as to Amended and Restated Articles of Incorporation of "Italian Club Cemetery, Inc." Also enclosed is Shumaker, Loop & Kendrick, LLP's Check No. 86023 in the amount of \$43.75 as payment for the filing fee and a certified copy.

Thank you in advance for your time and cooperation. Please do not hesitate to call me if you have any questions.

Sincerely,

Shumaker, Loop & Kendrick, LLP



Karen P. Sullivan
Paralegal

KPS/
Enclosures

cc: Thomas Martino (via email)
Ronald A. Christaldi

SLK_TAM: #868357v1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ITALIAN CLUB CEMETERY, INC

FILED
08 MAY 21 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, the undersigned, for the purpose of amending and restating the Articles of Incorporation of this Corporation does hereby make, subscribe, acknowledge, and file these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Italian Club Cemetery, Inc."

ARTICLE II
TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

The Corporation is organized and shall be operated for the following purposes:

1. To provide cemetery accommodations for the members of the Italian Club of Tampa, Inc. and to establish and maintain a fund for the perpetual care and maintenance of the cemetery which shall be known as Italian Club Cemetery.
2. To solicit and accept gifts of property or money, to receive and administer funds or other property for the purchase, care and maintenance of the cemetery.
3. To promote the mission of the Italian Club of Tampa, Inc.; and
4. Any other purpose permitted by these Articles, its Bylaws or law.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The registered agent of this Corporation shall be: Ronald Christaldi. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE V
PRINCIPAL OFFICE

The mailing address of the Corporation and the street address of the initial principal office of this Corporation shall be: 1731 East Seventh Avenue, Tampa, Florida 33605.

ARTICLE VI
USE OF CEMETERY

1. Only those members paid-up and in good standing of the Italian Club of Tampa, Inc., a corporation not for profit under the laws of the State of Florida, may qualify to receive or purchase grave spaces in the Italian Club Cemetery.

2. Receipt of a grave space in the Italian Club Cemetery shall be upon acceptance of application therefor, in such form and under such regulations as may be prescribed by the by-laws and policies of this Corporation.

3. No grave spaces shall be held by members of the Italian Club of Tampa, Inc. for resale.

ARTICLE VII
BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than five (5) directors. The business affairs of the Corporation shall be managed by the Board of Directors subject to these Articles of Incorporation and the Bylaws. The President and the Secretary of the Italian Club of Tampa, Inc., or the President's and Secretary's designees, respectively, shall be ex officio voting members of the Board of Directors of the Corporation. The method of election of other Directors shall be stated in the Bylaws; provided that all Directors must be members in good standing of the Italian Club of Tampa, Inc.

ARTICLE VIII
MEMBERSHIP

Notwithstanding any other provision in these Articles or in the Bylaws to the contrary, the sole member of the corporation shall be the Italian Club of Tampa, Inc., which shall have such powers as set forth in these Articles, the Bylaws and pursuant to the Florida Not For Profit Corporation Act, including the power to:

1. Recommend the adoption, change, amendment or repeal by the Corporation's Directors of these Articles of Incorporation, the Bylaws of the Corporation, the Corporation's investment policies

and the Corporation's mission and philosophy statement, all of which shall be subject to the approval of the Italian Club of Tampa, Inc.

2. Approve, disapprove or recommend the annual operating and capital budget of the Corporation and non-budgeted expenditures in excess of \$5,000 per expenditure or \$15,000 in the aggregate annually.
3. Approve, disapprove or recommend the selection of a qualified audit firm of the Corporation.
4. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Ten Thousand Dollars (\$10,000.00) or any real property.
5. Approve or disapprove the conferring of any lien or security interest in any real property assets of the Corporation.
6. Approve or disapprove all donations or charitable contributions by the Corporation to third parties in excess of five hundred dollars (\$500.00) for any individual contribution and twenty five hundred dollars (\$2,500.00) for all contributions in the aggregate annually.
7. The appointment or election of any Director or officer of the Corporation shall be subject to the approval of the Italian Club of Tampa, Inc. (as set forth in the Bylaws); which may later remove any such Director or officer of the Corporation if such officer or director engages in an act of moral turpitude, breaches his or her fiduciary duty to the Corporation or otherwise acts in a way that is not in the best interest of, or fails to pursue the mission of, the Corporation or the Italian Club of Tampa, Inc. upon vote of three-fourths (3/4) of the Directors of the Italian Club of Tampa, Inc.
8. The dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation shall be subject to the approval by two-thirds (2/3) vote of both the Board of Directors of the Company and the Italian Club of Tampa, Inc.
9. Recognizing the need to coordinate fundraising, soliciting of contributions in an amount above five hundred dollars (\$500) outside the membership of the Italian Club of Tampa, Inc. shall be coordinated through and subject to the approval of the Italian Club of Tampa, Inc.
10. Approve or disapprove or recommend the pricing of all crypts, burial plots or other interment sales at the cemetery.

ARTICLE IX
BY-LAWS

1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time; subject to rights of the members as set forth in these Articles of Incorporation.
2. Subject to these Articles of Incorporation and the powers of the Italian Club of Tampa, Inc. as set forth herein, upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X
AMENDMENTS

Subject to the powers of the Italian Club of Tampa, Inc. as set forth herein, these Articles of Incorporation may be amended at a regular special meeting of the Board of Directors at which a quorum is present, by a two-thirds vote of those present; provided that the provisions of Article XIII hereof shall not be amended without the unanimous vote of the Board of Directors of the Corporation and the Board of Directors of the Italian Club of Tampa, Inc.

ARTICLE XI
CORPORATE POWERS

In addition to the powers set forth in these Articles of Incorporation, this Corporation shall have all of the powers now or hereafter granted to corporations not for profit by the laws of the State of Florida.

ARTICLE XII
SHARES OF STOCK, DIVIDENDS PROHIBITED AND DISTRIBUTIONS

This Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation or any other asset of the Corporation shall be distributed to its members, directors or officers, except, the Corporation may pay reasonable compensation for services rendered as provided by the Bylaws.

ARTICLE XIII
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution or final liquidation, this Corporation shall make distribution with the permission of the member to any other entity for one or more exempt purposes, or with the permission of the member to any governmental agency, for a public purpose as directed by the Court having jurisdiction thereof, to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the dissolved Corporation was organized. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

IN WITNESS WHEREOF, the Corporation adopted these Articles of Incorporation this 20th day of September, 2007.

Italian Club Cemetery, Inc.

By: 

Thomas P. Martino, as its President

This document prepared by:

Ronald A. Christaldi
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602
(813) 229-7600


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Italian Club Cemetery, Inc. hereby designates Ronald A. Christaldi, located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Dated this 20th day of September, 2007.

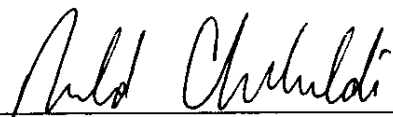
Italian Club Cemetery, Inc.

By: 
Thomas P. Martino, as its President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 31st day of March, ²⁰⁰⁸~~2007~~.


Ronald A. Christaldi, as Registered Agent

**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ITALIAN CLUB CEMETERY, INC.**

WE HEREBY ACKNOWLEDGE, as the duly elected and qualified President and Secretary of Italian Club Cemetery, Inc. (the "Corporation") the following:

That these Amended and Restated Articles of Incorporation of Italian Club Cemetery, Inc., were approved by the Board of Directors of the Corporation at a duly called meeting on the 20th, day of September, 2007, pursuant to Sections 617.1002 and 617.1007, Florida Statutes; and

That Italian Club Cemetery, Inc. had no members entitled to vote on these Amended and Restated Articles of Incorporation.

Dated this 2nd, day of April, 2008.

ITALIAN CLUB CEMETERY, INC.

BY: 

Thomas Martino
President