

F13072

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Keith M. Benit

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August 13, 2001

Via Federal Express

Secretary of State

State of Florida

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

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*****70.00 *****70.00

Re: Plan and Agreement of Merger
Orlando Funeral Home, Incorporated (a Florida corporation)
into
Baldwin-Fairchild Funeral Homes, Inc. (a Florida corporation)

Dear Sir:

Enclosed herewith please find the following items:

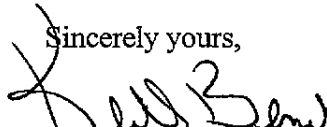
1. Duplicate originals of Plan and Agreement of Merger of Orlando Funeral Home, Incorporated into Baldwin-Fairchild Funeral Homes, Inc.;
2. Duplicate originals of Articles of Merger of Orlando Funeral Home, Incorporated into Baldwin-Fairchild Funeral Homes, Inc.; and
3. Check in the sum of \$70.00 (\$35.00 per corporation) to cover your filing fees.

Please file the merger documents in your records and return a stamped copy to me. For your convenience, a federal express return envelope is also enclosed.

Should you have any questions, please do not hesitate to contact me at (504) 585-7582.

Thanking you in advance for your prompt response, I remain

Sincerely yours,


Keith M. Benit

V SHEPARD AUG 23 2001

Merger

KMB/gf
Enclosures

520493_1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG 15 PM 3:00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ORLANDO FUNERAL HOME, INCORPORATED, a Florida corporation,
P96000013224

INTO

BALDWIN-FAIRCHILD FUNERAL HOMES, INC., a Florida entity, F13072.

File date: August 15, 2001

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG 15 PM 3:00

ARTICLES OF MERGER

of

ORLANDO FUNERAL HOME, INCORPORATED

(a Florida corporation)

into

BALDWIN-FAIRCHILD FUNERAL HOMES, INC.

(a Florida corporation)

Pursuant to the provisions of Sections 607.1101 and 607.1104, F.S., the undersigned domestic corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The names of the constituent corporations and the state under the laws of which each is organized are:

<u>Name</u>	<u>State</u>
Orlando Funeral Home, Incorporated ("Orlando")	Florida
Baldwin-Fairchild Funeral Homes, Inc. ("Baldwin-Fairchild")	Florida

2. Orlando is a wholly-owned subsidiary of Baldwin-Fairchild and shareholder approval of the merger by either entity is not required. Baldwin-Fairchild as sole shareholder of Orlando waives all mailing and notice requirements as it relates to this merger.

3. The laws of the State of Florida, the state of incorporation of each corporation, permits such merger.


4. The name of the surviving corporation is Baldwin-Fairchild Funeral Homes, Inc. (the "Surviving Corporation"). The Surviving Corporation is to be governed by the laws of the State of Florida.

5. The attached Plan and Agreement of Merger was duly adopted and approved by the board of directors of Baldwin-Fairchild Funeral Homes, Inc. in the manner prescribed by Florida law on August 7, 2001.


6. The merger is to be effective when these articles are filed by the Secretary of State of Florida.

Dated this 7th day of August, 2001.

**ORLANDO FUNERAL HOME,
INCORPORATED, a Florida corporation**

By: 
William E. Rowe, Chairman of the Board

**BALDWIN-FAIRCHILD FUNERAL HOMES,
INC., a Florida corporation**

By: 
William E. Rowe, Chairman of the Board

PLAN AND AGREEMENT OF MERGER

of

ORLANDO FUNERAL HOME, INCORPORATED
(a Florida corporation)

into

BALDWIN-FAIRCHILD FUNERAL HOMES, INC.
(a Florida corporation)

This Plan and Agreement of Merger (this "Agreement"), dated as of August 7, 2001, is made and entered into by and between Orlando Funeral Home, Incorporated, a Florida corporation ("Orlando"), and Baldwin-Fairchild Funeral Homes, Inc., a Florida corporation ("Baldwin-Fairchild").

WHEREAS, the parties hereto wish to provide for the merger of Orlando with and into Baldwin-Fairchild (the "Merger") pursuant to which Baldwin-Fairchild will be the surviving corporation (the "Surviving Corporation"), all on the terms and conditions contained therein;

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. **Merger and Effect of Merger:**

(a) The constituent corporations of the Merger are Orlando and its parent, Baldwin-Fairchild;

(b) Orlando is the wholly-owned subsidiary of Baldwin-Fairchild and waives all notice and mailing requirements as it relates to this merger;

(c) At the Effective Date (defined hereinbelow), Orlando shall be merged with and into Baldwin-Fairchild and the separate corporate existence of Orlando shall thereupon cease. Baldwin-Fairchild shall be the Surviving Corporation in the Merger, and Baldwin-Fairchild with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving Corporation shall succeed to all of the rights, privileges, powers and franchises of a public as well as of a private nature of Orlando and Baldwin-Fairchild, all of the properties and assets of Orlando and Baldwin-Fairchild and all of the debts, choses in action and other interests due or belonging to Orlando and Baldwin-Fairchild, and shall be subject to, and responsible for, all of the debts, liabilities and duties of Orlando and Baldwin-Fairchild.

(e) If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Orlando or Baldwin-Fairchild acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Agreement.

(f) The Articles of Incorporation and Bylaws of the Surviving Corporation as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Incorporation and Bylaws of the Surviving Corporation.

(g) The board of directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the Effective Date shall be and constitute the board of directors, and the members thereof, and the officers, respectively, of the Surviving Corporation.

2. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving Corporation shall be as follows:

(a) The issued and outstanding shares of stock of Orlando shall be canceled in consideration of the assumption by the Surviving Corporation of all of the assets and liabilities of Orlando;

(b) All of the issued and outstanding shares of the capital stock of Baldwin-Fairchild as of the Effective Date shall continue to represent the shares of the Surviving Corporation and shall be unaffected by the Merger.

3. Effective Date. The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, all of the members of the board of directors of Baldwin-Fairchild Funeral Homes, Inc. hereto have duly executed this Agreement as of the date first above written.

**BALDWIN-FAIRCHILD FUNERAL HOMES,
INC.**

By: _____


William E. Rowe, Director

By: _____


Brian J. Marlowe, Director

By: _____


Kenneth C. Budde, Director