

CT CORPORATION

F55076

CORPORATION(S) NAME

Cardwell Funeral Home, Inc. (et al)

merging into: Security Trust Plans, Inc.

FILED
02 JAN -3 PM 3:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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****455.00 ****455.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/3/02

Order#: 5010923

Ref#: _____

File 4th

Amount: \$

02 JAN -3 PM 1:45

RECEIVED

C. Coulliette JAN 03 2002

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CARDWELL FUNERAL HOME, INC., a Florida corporation, P95000077891
CURRY RALEY FUNERAL HOME, INC., a Florida corporation, P95000009950
DALE MALONEY FUNERAL HOME, INC., a Florida corporation, P95000075020
HARRIS FUNERAL HOME, INC., a Florida corporation, P95000009665
JOSEPH B. COFER FUNERAL HOME, INC., a Florida corporation,
P93000032599
KNAUFF FUNERAL HOME, INC., a Florida corporation, P98000011308
KRAEER FUNERAL HOMES, INC., a Florida corporation, 663091
MOODY FUNERAL HOME, INC., a Florida corporation, P95000009948
NORTH AMERICAN CREMATION SOCIETY, INC., a Florida corporation,
P92000009667
SCOTT FUNERAL HOME, INC., a Florida corporation, P95000075046
SHERRILL-GUERRY FUNERAL HOME, INC., a Florida corporation, G77124
WYLIE-BAXLEY FUNERAL HOME, INC., a Florida corporation, S93638

INTO

SECURITY TRUST PLANS, INC., a Florida entity, F55076.

File date: January 3, 2002

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Security Trust Plans, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cardwell Funeral Home, Inc.	Florida
Curry Raley Funeral Home, Inc.	Florida
Dale Maloney Funeral Home, Inc.	Florida
Harris Funeral Home, Inc.	Florida
Joseph B. Cofer Funeral Home, Inc.	Florida
Knauff Funeral Home, Inc.	Florida
Kraeer Funeral Homes, Inc.	Florida
Moody Funeral Home, Inc.	Florida
North American Cremation Society, Inc.	Florida
Scott Funeral Home, Inc.	Florida
Sherrill-Guerry Funeral Home, Inc.	Florida
Wylie-Baxley Funeral Home, Inc.	Florida

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR January 3, 2002 (Enter a specific date. NOTE: An effective date cannot be
at 12:30 p.m. Eastern Standard Time prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Security Trust Plans, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Cardwell Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Curry Raley Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Dale Maloney Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Harris Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Joseph B. Cofer Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Knauff Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Kraeer Funeral Homes, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Moody Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
North American Cremation Society, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Scott Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Sherrill-Guerry Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Wylie-Baxley Funeral Home, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Security Trust Plans, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cardwell Funeral Home, Inc.	Florida
Curry Raley Funeral Home, Inc.	Florida
Dale Maloney Funeral Home, Inc.	Florida
Harris Funeral Home, Inc.	Florida
Joseph B. Cofer Funeral Home, Inc.	Florida
Knauff Funeral Home, Inc.	Florida
Kraeer Funeral Homes, Inc.	Florida
Moody Funeral Home, Inc.	Florida
North American Cremation Society, Inc.	Florida
Scott Funeral Home, Inc.	Florida
Sherrill-Guerry Funeral Home, Inc.	Florida
Wylie-Baxley Funeral Home, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Section 1. *The Merger.* Subject to the terms and conditions of this Plan, at the Effective Time (as defined in Section 2), and in accordance with the terms and conditions of this Plan and Florida Business Corporation Act § 607.1107, each of the Merging Corporations shall be merged with and into Security Trust Plans, Inc. ("Security"). At the Effective Time, the separate corporate existence of each of the Merging Corporations shall cease, and Security shall continue its existence as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation").

Section 2. *Effective Time of the Merger.* Upon the execution of this Plan, duly executed articles of merger shall be executed by Security and filed with the Secretary of State for the State of Mississippi pursuant to Florida Business Corporation Act § 607.1105. The Merger shall become effective in accordance with the provisions of Florida Business Corporation Act § 607.1105 on January 3, 2002 at 12:30 p.m. Eastern Standard Time (the "Effective Time").

Section 3. *Effects of the Merger.* At the Effective Time of the Merger, the effects of the Merger shall occur as provided in Florida Business Corporation Act § 607-1106. Subject to, and without limiting the foregoing, the following shall also occur at the Effective Time:

(a) *Articles of Incorporation of the Surviving Corporation.* The Articles of Incorporation of Security, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(b) *By-Laws of the Surviving Corporation.* The By-Laws of Security, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(c) *Directors of Surviving Corporation.* Each person who is a director of Security immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

(d) *Officers of Surviving Corporation.* The officers of Security immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Section 1. Each common share of stock of the Merging Corporations issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and all rights in respect thereof shall cease, and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

Section 2. Each common share of stock of Security issued and outstanding or held in treasury immediately prior to the Effective Time shall remain a share of common stock of Security and will retain the same rights and privileges as it had prior to the Effective Time.

Section 3. Each share certificate which immediately prior to the Effective Time represented an outstanding share of the Merging Corporations' common stock shall be surrendered to Security to be cancelled and retired.

Other provisions relating to the merger are as follows:

Section 1. *Counterparts.* This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

Section 2. *Severability.* In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

Section 3. *Governing Law.* This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.