

F94000004937



FILED
00 SEP 27 PM 2:04

ACCOUNT NO. : 072100000032
REFERENCE : 837941 4324348
AUTHORIZATION : Patricia Pijute
COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 20, 2000

ORDER TIME : 11:19 AM

ORDER NO. : 837941-120

500003406485--2

CUSTOMER NO: 4324348

CUSTOMER: Ms. Judith M. Marshall
Service Corporation Intl.
1929 Allen Parkway

Houston, TX 770190548

ARTICLES OF MERGER

BEVERLY HILLS MEMORIAL GARDENS
INC.

INTO

ECI CEMETERY SERVICES OF
FLORIDA, INC.

EFFECTIVE DATE
09-30-00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

Q. COULLETTE SEP 27 2000

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: _____

RECEIVED
00 SEP 27 PM 12:20
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

BEVERLY HILLS MEMORIAL GARDENS, INC., a Florida corporation, 463882

into

ECI CEMETERY SERVICES OF FLORIDA, INC., a Georgia entity
F94000004937

File date: September 27, 2000 , effective September 30, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF

BEVERLY HILLS MEMORIAL GARDENS, INC.
(a Florida corporation)

AND

ECI CEMETERY SERVICES OF FLORIDA, INC.
(a Georgia corporation)

FILED
00 SEP 27 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Beverly Hills Memorial Gardens, Inc. with and into ECI Cemetery Services of Florida, Inc. as approved by the Board of Directors of Beverly Hills Memorial Gardens, Inc. on September 7, 2000 and adopted at a meeting by the Board of Directors of ECI Cemetery Services of Florida, Inc. on September 7, 2000.

2. The merger of Beverly Hills Memorial Gardens, Inc. with and into ECI Cemetery Services of Florida, Inc. is permitted by the laws of the jurisdiction of organization of ECI Cemetery Services of Florida, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of ECI Cemetery Services of Florida, Inc. was September 7, 2000.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be September 30, 2000.

Executed on this 14th day of September, 2000.

EFFECTIVE DATE
09-30-00

Beverly Hills Memorial Gardens, Inc.,
a Florida corporation

By: Curtis G. Briggs
Name: Curtis G. Briggs
Capacity: Vice President

ECI Cemetery Services of Florida, Inc.,
a Georgia corporation

By: Curtis G. Briggs
Name: Curtis G. Briggs
Capacity: Vice President

PLAN OF MERGER

1. ECI Cemetery Services of Florida, Inc., which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Beverly Hills Memorial Gardens, Inc., which is a business corporation of the State of Florida, hereby merges Beverly Hills Memorial Gardens, Inc. into ECI Cemetery Services of Florida, Inc. pursuant to the provisions of Florida Business Corporation Act and pursuant to the provisions of the Georgia Business Corporation Code.

2. The separate existence of Beverly Hills Memorial Gardens, Inc. shall cease at the time the merger takes effect pursuant to the Florida Business Corporation Act; and ECI Cemetery Services of Florida, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.

3. The articles of incorporation of ECI Cemetery Services of Florida, Inc. are not amended in any respect by this Plan of Merger.

4. The issued shares of Beverly Hills Memorial Gardens, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

5. Each share of ECI Cemetery Services of Florida, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding or treasury or unissued share of ECI Cemetery Services of Florida, Inc. after the effective date of the merger.

6. No shares of ECI Cemetery Services of Florida, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

7. The Board of Directors and the proper officers of ECI Cemetery Services of Florida, Inc. 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 Plan of Merger or of the merger herein provided for.