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1201 HAYS STREET

TAMPA, FL 33601

97-222-075

97-222-075 TAX

800-32-5084

CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 015911 40904A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1996

600001698226

ORDER TIME : 11:47 AM

ORDER NO. : 015911

CUSTOMER NO: 40904A

CUSTOMER: Barbara A. Widra, Legal Asst
Service Corporation Int'l
1929 Allen Parkway

Houston, TX 77019

RECEIVED
96 JAN 25 PM 1:14
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: GIBRALTAR MAUSOLEUM
CONSTRUCTION COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 PM 1:31

HL
1/25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Gibraltar Mausoleum Construction Company, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/03/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1929 Allen Parkway
Houston, TX 77019
(Current mailing address)
8. Death care industry services, including but not limited to, construction
of mausoleums and funeral homes, and any and all business permitted by law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street,
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

By: Debra L. Vincent Debra L. Vincent
Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

See attached Exhibit A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

GIBRALTAR MAUSOLEUM CONSTRUCTION COMPANY, INC.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Dennis B. Alexander, Vice President

(Typed or printed name and capacity of person signing application)

EXHIBIT A

12. The names and addresses of directors and officers are:

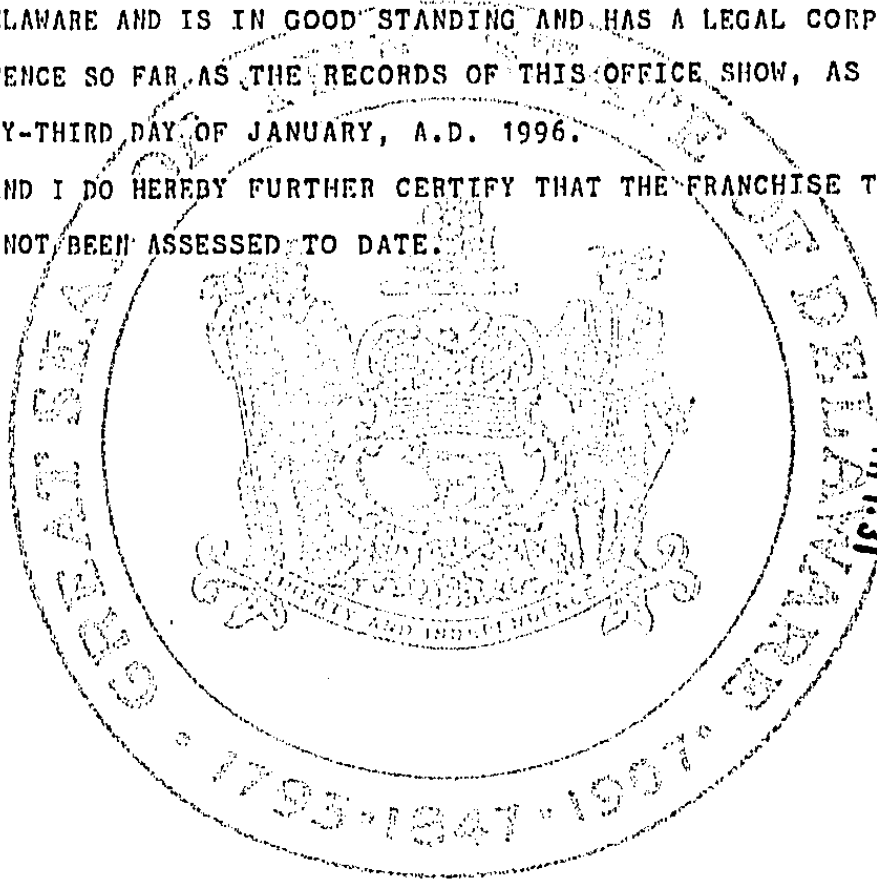
| <u>Name</u> | <u>Office</u> | <u>Business Address</u> |
|---------------------|--------------------------------|---|
| Barry C. Boudreaux | President | 9102 N. Meridian Street, #320 Indianapolis, IN 46260 |
| Robert J. Gray | Vice President | 9102 N. Meridian Street #320 Indianapolis, IN 46260 |
| William O. Morgan | Vice President | 9102 N. Meridian Street #320 Indianapolis, IN 46260 |
| Dennis B. Alexander | Vice President and Director | 1929 Allen Parkway Houston, TX 77019 |
| Thomas J. McGinley | Vice President, Controller | 9102 N. Meridian Street #320 Indianapolis, IN 46260 |
| Curtis G. Briggs | Secretary | 1929 Allen Parkway Houston, TX 77019 |
| John H. Lohman, Jr. | Treasurer | 1929 Allen Parkway Houston, TX 77019 |
| Brenda E. Hughes | Assistant Secretary | 1929 Allen Parkway Houston, TX 77019 |
| Wesley T. McRae | Director | 1929 Allen Parkway Houston, TX 77019 |
| Jeffrey A. Spillane | Director | 1929 Allen Parkway Houston, TX 77019 |

FILED
JAN 30 PM 1:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIBRALTAR MAUSOLEUM CONSTRUCTION COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 PM 1:31



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7800030

DATE: 01-23-96