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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: QUALITY PAPER CO., INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARY ANN ANDREWS
(Name of Person)

QUALITY PAPER CO., INC.
(Firm/Company)

126 ROOSEVELT AVE.
(Address)

ALBANY, GA. 31709
(City/State/Zip)

SL 9/25

300001956789
-09/25/96-01074-002
*****70.00*****70.00*****

Should you need to call someone concerning this matter, please call:

MARY ANN ANDREWS at (912) 439-4081
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SEP 25 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. QUALITY PAPER CO., 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. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-2147694
(FEI number, if applicable)
4. DEC. 19, 1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. P. O. Box 71281, Albany, Ga. 31708

(Current mailing address)
8. Retail Sales of Paper, Industrial Supplies, etc.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: SHELLEY BRIMACOMBE

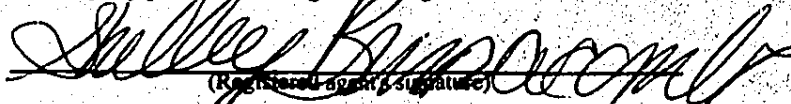
Office Address: 572 FRANK SHAW RD.

TALLAHASSEE, Florida, 32312

(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.


(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: BOBBY E. ANDREWS

Address: 4807 MILLBROOKE RD.

ALBANY, GA. 31707

Vice President: _____

Address: _____

Secretary: MARY ANN ANDREWS

Address: Same as above

Treasurer: _____

Address: _____

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

13. MARY ANN ANDREWS, SECRETARY *Mary Ann Andrews*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARY ANN ANDREWS, SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 962600308
CONTROL NUMBER : 9500700
DATE INC/AUTH/FILED: 12/21/1994
JURISDICTION : GEORGIA
PRINT DATE : 09/16/1996
FORM NUMBER : 211

QUALITY PAPER COMPANY
ATTN MARY ANN
P O BOX 71281
ALBANY GA 31706-0022

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

QUALITY PAPER CO., INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



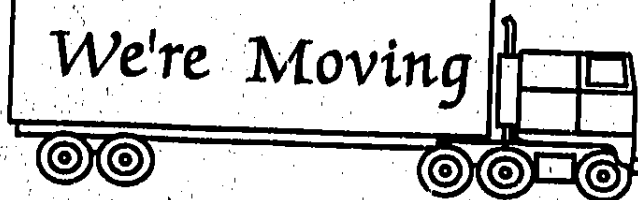
Lewis A. Massie
LEWIS A. MASSIE
SECRETARY OF STATE

FILED
96 SEP 25 AM 2:49
TALLAHASSEE
FLORIDA

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We're Moving



WE PROUDLY ANNOUNCE THE MOVE OF OUR CORPORATE
OFFICE FROM WARNER ROBINS, GA TO LUFKIN, TX ON
MAY 31, 1996.

OUR NEW MAILING ADDRESS:
ECI CEMETERY SERVICES, INC.
P. O. Box 220
LUFKIN, TX 75902-0220

OUR NEW STREET ADDRESS:
ECI CEMETERY SERVICES, INC.
415 S. FIRST STREET - SUITE 210
LUFKIN, TX 75901-3800

1-800-763-0108

updated 12/6/4