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TO: Qualification Tax Lien Section
Division of Corporations

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-10/16/96--01123--002
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SUBJECT: SAM CARROLL MEMORIALS, 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:

W.S. RABREN, JR., CPA
(Name of Person)
RABREN & ODOM, P.C.
(Firm/Company)
1600 EAST BY-PASS, P.O. BOX 939
(Address)
ANDALUSIA, ALABAMA 36420
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

BILL RABREN at (334) 222-4101
(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

**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. SAM CARROLL MEMORIALS, 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. ALABAMA
(State or country under the law of which it is incorporated)
3. 63-1177069
(FEI number, if applicable)
4. AUGUST 7, 1996
(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 SECT. DNF 607.1501, 607.1502, AND 817.155))
7. SAM CARROLL MEMORIALS, INC.
P. O. BOX 1434, ANDALUSIA, AL 36420
(Current mailing address)
8. SELLING, INSTALLING & MAINTAINING BURIAL VAULTS & MONUMENTS
(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: VIRGINIA JOHNSON

Office Address: 6302 WILLIAM GARY JOHNSON ROAD
BAKER, Florida, 32531
(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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36 OCT 16 AM 10:37
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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: Jeanne P. Bozeman

Address: 300 Sanford Road
Andalusia, AL 36420

Vice Chairman: Steve Bozeman

Address: 300 Sanford Road
Andalusia, AL 36420

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Steve Bozeman

Address: 300 Sanford Road
Andalusia, AL 36420

Vice President: NONE

Address: _____

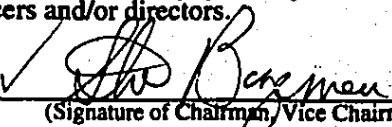
Secretary: Jeanne Bozeman

Address: 300 Sanford Road
Andalusia, AL 36420

Treasurer: Jeanne Bozeman

Address: 300 Sanford Road
Andalusia, AL 36420

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steve Bozeman, Vice-Chairman
(Typed or printed name and capacity of person signing application)

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Sam Carroll Memorials, Inc. incorporated in Covington County, Andalusia, Alabama on August 7, 1996. I further certify that the records do not disclose that said Sam Carroll Memorials, Inc. has been dissolved.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 11, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State