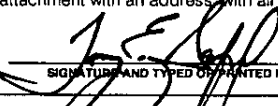


# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Mar 31, 2005 8:00 am**  
**Secretary of State**

03-31-2005 90047 026 \*\*\*150.00

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                      |                                               |                                                                                                                                      |                                                                                                                                                              |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # F97000002724</b><br>1. Entity Name<br><b>CARRIAGE FUNERAL HOLDINGS, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                      |                                               |                                                                                                                                      |                                                                             |  |
| Principal Place of Business<br><b>1900 ST JAMES PLACE 4TH FLOOR<br/>HOUSTON, TX 77056</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                      |                                               | Mailing Address<br><b>1900 ST JAMES PLACE 4TH FLOOR<br/>HOUSTON, TX 77056</b>                                                        |                                                                                                                                                              |  |
| 2. Principal Place of Business<br><br>Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                      | 3. Mailing Address<br><br>Suite, Apt. #, etc. |                                                                                                                                      |                                                                            |  |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                      | City & State                                  |                                                                                                                                      | 03182005    Chg-P    CR2E034 (10/03)                                                                                                                         |  |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                      | Country                                       |                                                                                                                                      | 4. FEI Number<br><b>76-0339922</b>                                                                                                                           |  |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                      | <b>\$8.75 Additional Fee Required</b>         |                                                                                                                                      |                                                                                                                                                              |  |
| 6. Name and Address of Current Registered Agent<br><br><b>C T CORPORATION SYSTEM<br/>1200 SOUTH PINE ISLAND ROAD<br/>PLANTATION, FL 33324</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                      |                                               | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City <b>FL</b> Zip Code |                                                                                                                                                              |  |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                      |                                               |                                                                                                                                      |                                                                                                                                                              |  |
| SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating)    DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                      |                                               |                                                                                                                                      |                                                                                                                                                              |  |
| <b>FILE NOW!!! FEE IS \$150.00<br/>After May 1, 2005 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                      |                                               | 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                  |                                                                                                                                                              |  |
| <b>10. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                      |                                               | <b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>                                                                         |                                                                                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | SVP<br>BENARD, JAMES J<br>1900 ST JAMES PLACE, 4TH FRONT<br>HOUSTON, TX 77056 <input type="checkbox"/> Delete        |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                            |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | SVP<br>DODDS, JAY D<br>1900 ST JAMES PLACE 4TH FLOOR<br>HOUSTON, TX 77056 <input checked="" type="checkbox"/> Delete |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | SVP<br>CHARLES D. SIOVN<br>1900 ST. JAMES PLACE, 4TH FLOOR<br>HOUSTON, TX 77056 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | DVPS<br>SAPRITO, JOSEPH<br>1900 ST JAMES PLACE 4TH FLOOR<br>HOUSTON, TX 77056 <input type="checkbox"/> Delete        |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                            |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | CEOD<br>PAYNE, MELVIN C<br>1900 ST JAMES PLACE 4TH FLOOR<br>HOUSTON, TX 77056 <input type="checkbox"/> Delete        |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                            |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | OFC<br>SANFORD, TERRY E<br>1900 ST JAMES PLACE 4TH FLOOR<br>HOUSTON, TX 77056 <input type="checkbox"/> Delete        |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | VPCC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition                                                                            |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | VPT<br>HARLEW, W. CLARK<br>1900 ST JAMES PLACE 4TH FLOOR<br>HOUSTON, TX 77056 <input type="checkbox"/> Delete        |                                               | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                            |  |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                                                                                                                      |                                               |                                                                                                                                      |                                                                                                                                                              |  |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                      |                                               | TERRY E. SANFORD    3/21/05    713-332-8400                                                                                          |                                                                                                                                                              |  |