

Document Number Only

F970000003720

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002242172--9

-07/21/97-01001-027

***70.00 ***70.00

Florida Mortuary Services, Inc

into

Keystone Florida, Inc

Merger

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name	
Availability	7/22/97
Document Examiner	04
Updater	0011
Verifier	0011
Acknowledgment	0011
W.P. Verifier	0011

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7-18-97

Thanks,
Melanie

Today's Date Please

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97 JUL 18 PM 4:04

CR2E031 (1-89)

*00789 00524, 00672

F97000003720

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA MORTUARY SERVICE, INC., a Florida corporation 641628

into

KEYSTONE FLORIDA, INC., d/b/a in Florida as FLORIDA ARCHWAY, INC.,
a Delaware corporation F97000003720

File date: July 18, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1997

RECEIVED
97 JUL 21 PM 4:17
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: FLORIDA ARCHWAY, INC.
Ref. Number: F97000003720

We have received your document for FLORIDA ARCHWAY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the merged corporation is shown on our records as FLORIDA MORTUARY SERVICE, INC. Please see the attached printout and correct your document to reflect the same as our printout.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 197A00036870

WALK-IN
Pick-up
3:00

7-21-97



7-18-97 Date
of Filing

**CERTIFICATE
and
ARTICLES OF MERGER
of
FLORIDA MORTUARY SERVICE, INC
into
KEYSTONE FLORIDA, INC.**

97 JUL 18 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 103 of the Delaware General Corporation Law, the undersigned hereby certify:

1. Corporate Parties. The names of the Constituent Corporations are Keystone Florida, Inc., a Delaware corporation ("KFI") and Florida Mortuary Service, Inc., a Florida corporation ("FMS"). KFI is the Surviving Corporation in the merger and its name as the Surviving Corporation is Keystone Florida, Inc. The laws of each of Delaware and Florida permit such merger.

2. Plan of Merger. The Merger shall become effective as of July 17, 1997 or as soon thereafter (the "Effective Time") as these Articles of Merger are filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall have the effect set forth in the Delaware General Corporation Law, which shall govern the Surviving Corporation. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of any of the Constituent Corporations in order to carry out and effectuate the transactions contemplated by the Plan and Agreement of Merger (the "Merger Agreement"). Upon the Merger becoming effective:

(i) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(ii) The Surviving Corporation shall be vested with all the property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

(iii) All property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida in any of such Constituent Corporations, shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger, and all debts, liabilities, obligations, and duties of the Constituent Corporations shall

thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

The Certificate of Incorporation and bylaws of KFI shall continue as the Certificate of Incorporation and bylaws of the Surviving Corporation.

The directors and officers of KFI shall be the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

At and as of the Effective Time, each of the FMS Shares issued and outstanding, all of which being owned in their entirety by KFI, and all rights in respect thereof, shall be cancelled, and the certificates representing such shares shall be surrendered to the Surviving Corporation.

At and as of the Effective Time, each of the One Thousand (1,000) shares of Common Stock, \$.01 par value per share, of KFI issued and outstanding shall be automatically deemed to have been converted into one share of Common Stock, \$.01 par value, of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

As a result of the merger the stated capital of the Surviving Corporation shall be unchanged.

3. Capitalization of Constituent Corporations. The respective designations and numbers of shares of each class and series of capital stock of the Constituent Corporations outstanding on the date of the Merger Agreement were as follows:

<u>Name of Corporation</u>	<u>Designation of Shares</u>	<u>Number of Shares Outstanding</u>
KFI	Common Stock, \$.01 par value	1,000
FMS	Common Stock, \$1.00 par value	1,000

The holders of the outstanding shares of Common Stock of each of the Constituent Corporations are entitled to vote upon the merger. In order to adopt the Merger Agreement, the affirmative vote of the holders of at least a majority of the outstanding shares of the Common Stock of each of the Constituent Corporations will be required.

4. Termination or Abandonment. The Merger Agreement may be terminated and abandoned at any time prior to the filing of these Articles of Merger by mutual consent of the Boards of Directors of the Constituent Corporations.

5. Filing Dates. The date of the filing of the Articles of Incorporation of FMS with the Secretary of State of the state of Florida was October 11, 1979. The date of the filing of the Certificate of Incorporation of KFI with the Secretary of State of the State of Delaware was May 7, 1997.

6. Board of Directors Approval of Merger Agreement. The Board of Directors of KFI approved the Merger Agreement on July 14, 1997, and submitted the same to a vote of the shareholders. The Board of Directors of FMS approved the Plan of Merger on July 14, 1997, and submitted the same to a vote of the shareholders

7. Stockholder Ratification of the Merger. The merger was authorized:

(a) By the written consent, dated July 14, 1997, of the holder of all 1,000 outstanding shares of Common Stock of KFI, in accordance with the Delaware General Corporation Law; and

(b) By the written consent, dated July 14, 1997, of the holder of all 1,000 outstanding shares of Common Stock of FMS, in accordance with the Florida Business Corporation Act.

The Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

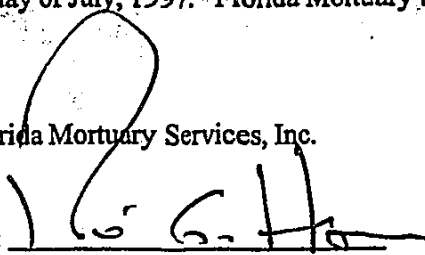
All provisions of the law of the State of Florida and the State of Delaware applicable to the proposed merger have been complied with.

8. Merger Agreement on File. The executed Merger Agreement is on file at 100 North Tampa, Suite 3100, Tampa, Florida 33602, the principal place of business of the Surviving Corporation, a copy of which will be provided on request and without cost to any shareholder of any of the Constituent Corporations.

9. Service of Process. The Surviving Corporation agrees that it may be served with process in the state of Florida in any proceeding for enforcement of any obligation of any constituent corporation organized under the Florida Business Corporation Act, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger of the constituent corporations, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of the Florida Business Corporation Act, and hereby irrevocably appoints the Secretary of State of the state of Florida as its agent to accept service of process in any such suit or other proceeding. Copies of such process shall be mailed by the Secretary of State to the Surviving Corporation at 100 North Tampa, Suite 3100, Tampa, Florida 33602.

In witness whereof, said Florida Mortuary Service, Inc., a corporation existing under the laws of the State of Florida has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Florida Mortuary Service, Inc. has no corporate seal.

Florida Mortuary Services, Inc.

By: 
Robert G. Horn, President

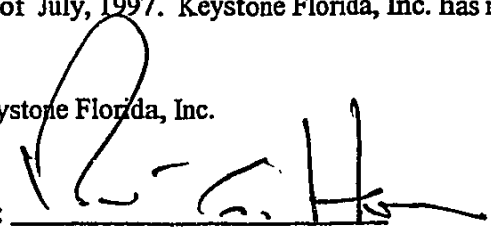
ATTEST:

By: 
Brent N. Von Horn, Assistant Secretary


[no seal]

In witness whereof, said Keystone Florida, Inc., a corporation existing under the laws of the State of Delaware has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Keystone Florida, Inc. has no corporate seal.

Keystone Florida, Inc.

By: 
Robert G. Horn, President

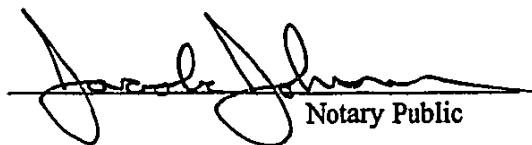
ATTEST:

By: 
Brent N. Von Horn, Asst. Secretary

[no seal]

STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Jonathan Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of FLORIDA MORTUARY SERVICE, INC., a Florida corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.

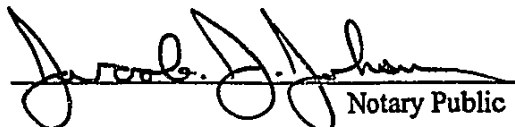

Notary Public

My Commission Expires:

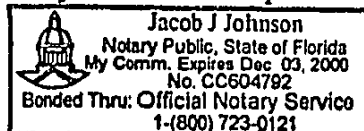


STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of KEYSTONE FLORIDA, INC., a Delaware corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.


Notary Public

My Commission Expires:



Document Number Only

F97000003720

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002242170--5

-07/21/97-01001-025

*****70.00 *****70.00

merger

Florida Mortgage Services West, Inc.
into

Keystone Florida Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUL 18 AM 11:17

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment

☒ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

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Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

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Thanks,
Melanie

7-11-97
Today's Date
Am16

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97 JUL 18 PM 4:05

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA MORTUARY SERVICES WEST, INC., a Florida corporation J21366

into

KEYSTONE FLORIDA, INC., d/b/a In Florida as FLORIDA ARCHWAY, INC.,
a Delaware corporation F97000003720

File date: July 18, 1997

Corporate Specialist: Annette Hogan

**CERTIFICATE
and
ARTICLES OF MERGER
of
FLORIDA MORTUARY SERVICES WEST, INC
into
KEYSTONE FLORIDA, INC.**

97 JUL 18 AM 11:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 103 of the Delaware General Corporation Law, the undersigned hereby certify:

1. Corporate Parties. The names of the Constituent Corporations are Keystone Florida, Inc., a Delaware corporation ("~~KFI~~") and Florida Mortuary Services West, Inc., a Florida corporation ("~~FMSW~~"). KFI is the Surviving Corporation in the merger and its name as the Surviving Corporation is Keystone Florida, Inc. The laws of each of Delaware and Florida permit such merger.

2. Plan of Merger. The Merger shall become effective as of July 17, 1997 or as soon thereafter (the "Effective Time") as these Articles of Merger are filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall have the effect set forth in the Delaware General Corporation Law, which shall govern the Surviving Corporation. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of any of the Constituent Corporations in order to carry out and effectuate the transactions contemplated by the Plan and Agreement of Merger (the "Merger Agreement"). Upon the Merger becoming effective:

(i) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(ii) The Surviving Corporation shall be vested with all the property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

(iii) All property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida in any of such Constituent Corporations, shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger, and all debts, liabilities, obligations, and duties of the Constituent Corporations shall

thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

The Certificate of Incorporation and bylaws of KFI shall continue as the Certificate of Incorporation and bylaws of the Surviving Corporation.

The directors and officers of KFI shall be the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

At and as of the Effective Time, each of the FMSW Shares issued and outstanding, all of which being owned in their entirety by KFI, and all rights in respect thereof, shall be cancelled, and the certificates representing such shares shall be surrendered to the Surviving Corporation.

At and as of the Effective Time, each of the One Thousand (1,000) shares of Common Stock, \$.01 par value per share, of KFI issued and outstanding shall be automatically deemed to have been converted into one share of Common Stock, \$.01 par value, of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

As a result of the merger the stated capital of the Surviving Corporation shall be unchanged.

3. Capitalization of Constituent Corporations. The respective designations and numbers of shares of each class and series of capital stock of the Constituent Corporations outstanding on the date of the Merger Agreement were as follows:

<u>Name of Corporation</u>	<u>Designation of Shares</u>	<u>Number of Shares Outstanding</u>
KFI	Common Stock, \$.01 par value	1,000
FMSW	Common Stock, \$1.00 par value	100

The holders of the outstanding shares of Common Stock of each of the Constituent Corporations are entitled to vote upon the merger. In order to adopt the Merger Agreement, the affirmative vote of the holders of at least a majority of the outstanding shares of the Common Stock of each of the Constituent Corporations will be required.

4. Termination or Abandonment. The Merger Agreement may be terminated and abandoned at any time prior to the filing of these Articles of Merger by mutual consent of the Boards of Directors of the Constituent Corporations.

5. Filing Dates. The date of the filing of the Articles of Association of FMSW with the Secretary of State of the state of Florida was June 23, 1986. The date of the filing of the Certificate of Incorporation of KFI with the Secretary of State of the State of Delaware was May 7, 1997.

6. Board of Directors Approval of Merger Agreement. The Board of Directors of KFI approved the Merger Agreement on July 14, 1997, and submitted the same to a vote of the shareholders. The Board of Directors of FMSW approved the Plan of Merger on July 14, 1997, and submitted the same to a vote of the shareholders

7. Stockholder Ratification of the Merger. The merger was authorized:

(a) By the written consent, dated July 14, 1997, of the holder of all 1,000 outstanding shares of Common Stock of KFI, in accordance with the Delaware General Corporation Law; and

(b) By the written consent, dated July 14, 1997, of the holder of all 100 outstanding shares of Common Stock of FMSW, in accordance with the Florida Business Corporation Act.

The Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

All provisions of the law of the State of Florida and the State of Delaware applicable to the proposed merger have been complied with.

8. Merger Agreement on File. The executed Merger Agreement is on file at 100 North Tampa, Suite 3100, Tampa, Florida 33602, the principal place of business of the Surviving Corporation, a copy of which will be provided on request and without cost to any shareholder of any of the Constituent Corporations.

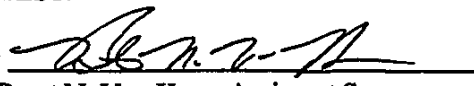
9. Service of Process. The Surviving Corporation agrees that it may be served with process in the state of Florida in any proceeding for enforcement of any obligation of any constituent corporation organized under the Florida Business Corporation Act, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger of the constituent corporations, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of the Florida Business Corporation Act, and hereby irrevocably appoints the Secretary of State of the state of Florida as its agent to accept service of process in any such suit or other proceeding. Copies of such process shall be mailed by the Secretary of State to the Surviving Corporation at 100 North Tampa, Suite 3100, Tampa, Florida 33602.

In witness whereof, said Florida Mortuary Services West, Inc., a corporation existing under the laws of the State of Florida has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Florida Mortuary Services West, Inc. has no corporate seal.

Florida Mortuary Services West, Inc.

By: 
Robert G. Horn, President

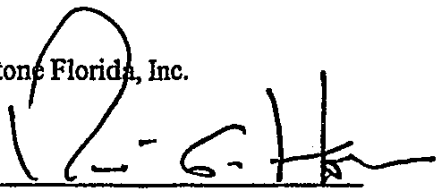
ATTEST:

By: 
Brent N. Von Horn, Assistant Secretary

[no seal]

In witness whereof, said Keystone Florida, Inc., a corporation existing under the laws of the State of Delaware has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Keystone Florida, Inc. has no corporate seal.

Keystone Florida, Inc.

By: 
Robert G. Horn, President

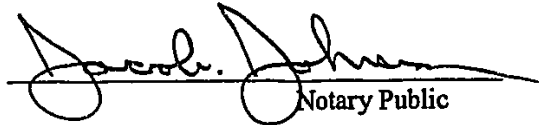
ATTEST:

By: 
Brent N. Von Horn, Asst. Secretary

[no seal]

STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of FLORIDA MORTUARY SERVICES WEST, INC., a Florida corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.


Notary Public

My Commission Expires:

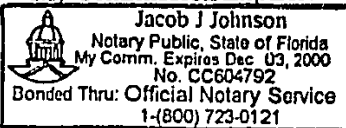


STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of KEYSTONE FLORIDA, INC., a Delaware corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.


Notary Public

My Commission Expires:



Document Number Only

F970000003720

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100002242171--2

-07/21/97--01001--026

***70.00 ***70.00

Merger

Loyless Funeral Home, Inc.

into:

Keystone Florida, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

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☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name Availability	7/21/97
Document Examiner	DOH
Updater	DOH
Verifier	DOH
Acknowledgment	DOH
W.P. Verifier	DOH

CR2E031 (1-89)

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Thanks,
Melanie

7-18-97

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97 JUL 18 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

97 JUL 18 PM 4:05

F970000003720

ARTICLES OF MERGER
Merger Sheet

MERGING:

LOYLESS FUNERAL HOME, INC., a Florida corporation P94000041609

into

KEYSTONE FLORIDA, INC., d/b/a In Florida as FLORIDA ARCHWAY, INC.,
a Delaware corporation F97000003720

File date: July 18, 1997

Corporate Specialist: Annette Hogan

**CERTIFICATE
and
ARTICLES OF MERGER
of
LOYLESS FUNERAL HOME, INC
into
KEYSTONE FLORIDA, INC.**

97 JUL 18 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 103 of the Delaware General Corporation Law, the undersigned hereby certify:

1. Corporate Parties. The names of the Constituent Corporations are Keystone Florida, Inc., a Delaware corporation ("KFI") and Loyless Funeral Home, Inc., a Florida corporation ("LFH"). KFI is the Surviving Corporation in the merger and its name as the Surviving Corporation is Keystone Florida, Inc. The laws of each of Delaware and Florida permit such merger.

2. Plan of Merger. The Merger shall become effective as of July 17, 1997 or as soon thereafter (the "Effective Time") as these Articles of Merger are filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall have the effect set forth in the Delaware General Corporation Law, which shall govern the Surviving Corporation. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of any of the Constituent Corporations in order to carry out and effectuate the transactions contemplated by the Plan and Agreement of Merger (the "Merger Agreement"). Upon the Merger becoming effective:

(i) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(ii) The Surviving Corporation shall be vested with all the property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

(iii) All property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida in any of such Constituent Corporations, shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger, and all debts, liabilities, obligations, and duties of the Constituent Corporations shall

thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

The Certificate of Incorporation and bylaws of KFI shall continue as the Certificate of Incorporation and bylaws of the Surviving Corporation.

The directors and officers of KFI shall be the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

At and as of the Effective Time, each of the LFH Shares issued and outstanding, all of which being owned in their entirety by KFI, and all rights in respect thereof, shall be cancelled, and the certificates representing such shares shall be surrendered to the Surviving Corporation.

At and as of the Effective Time, each of the One Thousand (1,000) shares of Common Stock, \$.01 par value per share, of KFI issued and outstanding shall be automatically deemed to have been converted into one share of Common Stock, \$.01 par value, of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

As a result of the merger the stated capital of the Surviving Corporation shall be unchanged.

3. Capitalization of Constituent Corporations. The respective designations and numbers of shares of each class and series of capital stock of the Constituent Corporations outstanding on the date of the Merger Agreement were as follows:

<u>Name of Corporation</u>	<u>Designation of Shares</u>	<u>Number of Shares Outstanding</u>
KFI	Common Stock, \$.01 par value	1,000
LFH	Common Stock, \$1.00 par value	100

The holders of the outstanding shares of Common Stock of each of the Constituent Corporations are entitled to vote upon the merger. In order to adopt the Merger Agreement, the affirmative vote of the holders of at least a majority of the outstanding shares of the Common Stock of each of the Constituent Corporations will be required.

4. Termination or Abandonment. The Merger Agreement may be terminated and abandoned at any time prior to the filing of these Articles of Merger by mutual consent of the Boards of Directors of the Constituent Corporations.

5. Filing Dates. The date of the filing of the Articles of Association of LFH with the Secretary of State of the state of Florida was May 31, 1994. The date of the filing of the Certificate of Incorporation of KFI with the Secretary of State of the State of Delaware was May 7, 1997.

6. Board of Directors Approval of Merger Agreement. The Board of Directors of KFI approved the Merger Agreement on July 14, 1997, and submitted the same to a vote of the shareholders. The Board of Directors of LFH approved the Plan of Merger on July 14, 1997, and submitted the same to a vote of the shareholders

7. Stockholder Ratification of the Merger. The merger was authorized:

(a) By the written consent, dated July 14, 1997, of the holder of all 1,000 outstanding shares of Common Stock of KFI, in accordance with the Delaware General Corporation Law; and

(b) By the written consent, dated July 14, 1997, of the holder of all 100 outstanding shares of Common Stock of LFH, in accordance with the Florida Business Corporation Act.

The Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

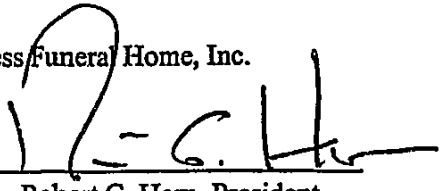
All provisions of the law of the State of Florida and the State of Delaware applicable to the proposed merger have been complied with.

8. Merger Agreement on File. The executed Merger Agreement is on file at 100 North Tampa, Suite 3100, Tampa, Florida 33602, the principal place of business of the Surviving Corporation, a copy of which will be provided on request and without cost to any shareholder of any of the Constituent Corporations.

9. Service of Process. The Surviving Corporation agrees that it may be served with process in the state of Florida in any proceeding for enforcement of any obligation of any constituent corporation organized under the Florida Business Corporation Act, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger of the constituent corporations, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of the Florida Business Corporation Act, and hereby irrevocably appoints the Secretary of State of the state of Florida as its agent to accept service of process in any such suit or other proceeding. Copies of such process shall be mailed by the Secretary of State to the Surviving Corporation at 100 North Tampa, Suite 3100, Tampa, Florida 33602.

In witness whereof, said Loyless Funeral Home, Inc., a corporation existing under the laws of the State of Florida has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Loyless Funeral Home, Inc. has no corporate seal.

Loyless Funeral Home, Inc.

By: 
Robert G. Horn, President

ATTEST:

By: 
Brent N. Von Horn, Assistant Secretary

[no seal]

In witness whereof, said Keystone Florida, Inc., a corporation existing under the laws of the State of Delaware has caused these articles to be executed in its name by its President and attested by its Assistant Secretary this 17th day of July, 1997. Keystone Florida, Inc. has no corporate seal.

Keystone Florida, Inc.

By: 
Robert G. Horn, President

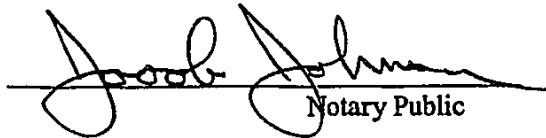
ATTEST:

By: 
Brent N. Von Horn, Asst. Secretary

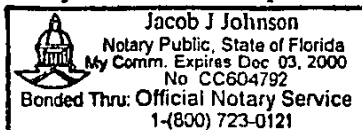
[no seal]

STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of LOYLESS FUNERAL HOME, INC., a Florida corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.

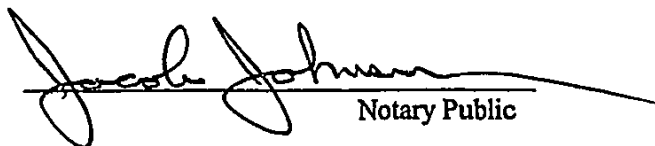

Notary Public

My Commission Expires:



STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

I, Jacob Johnson, a Notary Public, do hereby certify that on this 17th day of July, 1997, personally appeared before me Robert G. Horn, President, who, being by me first duly sworn, declared that he is the duly appointed President of KEYSTONE FLORIDA, INC., a Delaware corporation, and that he signed the foregoing document as President of said Corporation, and that the statements therein contained are true.


Notary Public

My Commission Expires:

