

LAW OFFICES
DENIS A. COHRS
A PROFESSIONAL CORPORATION

H00335

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August 17, 2001

Florida Secretary of State
Division of Corporations
Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

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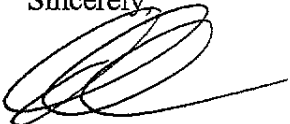
RE: Sunnyside Cemetery, Inc.

Dear Sirs/Madams:

Enclosed herewith is the original Amended and Restated Articles of Incorporation of the referenced corporation. Please cause the same to be filed and a certified copy thereof returned to this office. Also enclosed is this firm's check in the amount of \$43.75 representing the filing fees required.

If you have any questions concerning this matter, please feel free to call.

Sincerely,



Denis A. Cohrs

DAC/lj
Enclosures

FILED
01 AUG 22 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstaut
T. LEWIS AUG 27 2001

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNNYSIDE CEMETERY, INC.**

FILED
01 AUG 22 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation.

ARTICLE I

Name and Mailing Address

The name of this corporation is:

Sunnyside Cemetery, Inc.

The principal office and mailing address of this corporation is:

**2201 - 9th Street North
St. Petersburg, Florida 33704**

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

This corporation shall have all such powers as may be necessary or desirable to carry out the business of this corporation, including, but not limited to all of those powers enumerated by §607.0302, Florida Statutes (2000).

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1000 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for this corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of this corporation's registered office is:

**2201 - 9th Street North
St. Petersburg, Florida 33704;**

and the name of this corporation's registered agent at such address is:

William B. McQueen.

This corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2000).

ARTICLE VII

Initial Board of Directors

The number of directors constituting the Board of Directors shall be initially fixed at (3) and shall thereafter be determined from time to time by the shareholders at any annual meeting or any special meeting called for such purpose. The name and address of each person who shall serve as a Director until the next annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
William B. McQueen	2201 - 9th Street North St. Petersburg, FL 33704
John T. McQueen	2201 - 9th Street North St. Petersburg, FL 33704
Margaret McQueen Anders	2201 - 9th Street North St. Petersburg, FL 33704

ARTICLE VIII

Indemnification

This corporation shall indemnify any officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2000), as amended from time-to-time.

ARTICLE IX

Control Share Acquisitions

This corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (2000), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (2000).

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

Adoption of Amendment and Restatement

These Amended and Restated Articles of Incorporation were **ADOPTED AND APPROVED**, by majority vote of all of the Shareholders of the corporation at a meeting duly called and constituted on March 14, 2001, with the number of shareholders present and casting votes in favor of the measure being sufficient to pass the same.

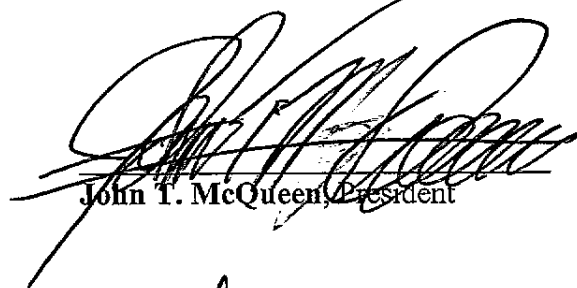
IN WITNESS WHEREOF, the parties hereto have caused these Amended and Restated Articles of Incorporation to be executed by the President and Secretary of this corporation, pursuant to authority given by the shareholders as aforesaid.

ATTEST:



William B. McQueen, Secretary

(Corporate Seal)



John T. McQueen, President

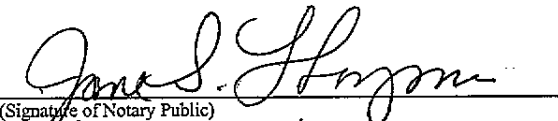
Dated:

August 8, 2001

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 8 day of Aug, 2001, personally appeared John T. McQueen and William B. McQueen, to me well known to be the persons described in and who signed the foregoing Amended and Restated Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



(Signature of Notary Public)

Jane S. Thompson

(Print Name of Notary Public)

Notary Public, State of Florida

(SEAL)

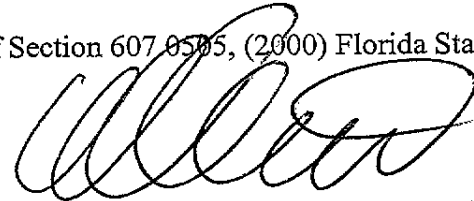
My Commission Expires:

JANE S. THOMPSON
Notary Public - State of Florida
My Commission Expires Mar 23, 2002
Commission # CC727134

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Amended and Restated Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, (2000) Florida Statutes.

DATED this 8 day of August, 2001.

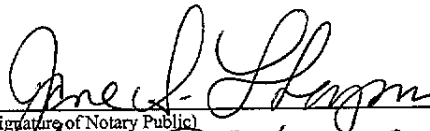


William B. McQueen, Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 8 day of Aug, 2001, personally appeared William B. McQueen, to me well known to be the person described in and who signed the foregoing Acceptance of Registered Agent, and acknowledged to me that he executed they same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



(Signature of Notary Public)

JANE S. THOMPSON

(Print Name of Notary Public)

Notary Public, State of Florida

(SEAL)

My Commission Expires:

