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N. DEAN KOHL, JR.
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L02000001592

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January 16, 2002

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****125.00 ****125.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Corporation filing
Seawinds Funeral Home I, L.L.C.

To Whom It May Concern:


Enclosed please find the original and one (1) copy of the Articles of Organization for Seawinds Funeral Home I, L.L.C., and a check in the amount of \$125.00 representing the filing fee.

Upon receipt, please forward the date stamped copy directly to our office via the self addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact me at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS,
Professional Association


Maria N. Lecanu, Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L02-1592
a

**ARTICLES OF ORGANIZATION
OF
SEAWINDS FUNERAL HOME I, LLC
a Florida limited liability company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
Name**

The name of the limited liability company ("Company") is SEAWINDS FUNERAL HOME I, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 735 Fleming Street, Sebastian, Florida 32958.

**ARTICLE III
Purpose and Powers**

The general purpose for which the Company is organized is to own and operate a funeral home. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
Duration**

The period of duration for the company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless the Company is earlier dissolved as provided in the Articles of Organization or the Operating Agreement and Regulations.

**ARTICLE V
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is N. Dean Kohl Jr., Esquire. The address of the Company's registered office in Florida is 50 S. E. Kindred Street, Stuart, Florida 34994.

**ARTICLE VI
Management**

The Company is to be managed by one or more member- managers.

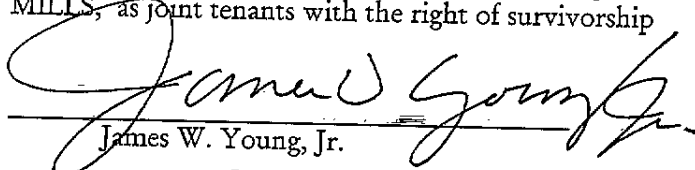
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TALLAHASSEE, FLORIDA

ARTICLE VII
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of any member except as may be provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Organization this 11th day of January, 2002.

MEMBER: JAMES W. YOUNG, JR. and MARY JANE MILLS, as joint tenants with the right of survivorship


James W. Young, Jr.


Mary Jane Mills

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TALLAHASSEE, FLORIDA

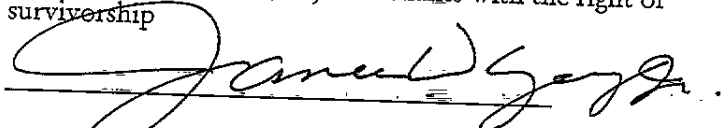
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the limited liability company is SEAWINDS FUNERAL HOME I, LLC
2. The name and address of the registered agent and office is: N. Dean Kohl, Jr. Esquire, 50 S. E. Kindred Street, Stuart, Florida 34994

Dated: 01/11, 2002

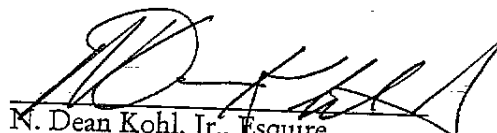
MEMBER: JAMES W. YOUNG, JR. and
MARY JANE MILLS, as joint tenants with the right of
survivorship


James W. Young, Jr.


Mary Jane Mills

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 01/11, 2002


N. Dean Kohl, Jr., Esquire

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