

LO2000030618

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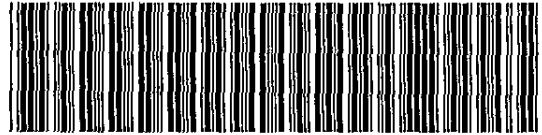
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LO2-30618
gl



ACCOUNT NO. : 072100000032

REFERENCE : 880529 4324348

AUTHORIZATION :

Patricia Pigute
55.00

COST LIMIT : \$ 43.75

ORDER DATE : January 6, 2003

ORDER TIME : 10:25 AM

ORDER NO. : 880529-010

CUSTOMER NO: 4324348

CUSTOMER: Judy Marshall, Legal Assistant
Service Corporation Intl.
1929 Allen Parkway

Houston, TX 770190548

DOMESTIC AMENDMENT FILING

NAME: LAKEVIEW MEMORIAL GARDENS, LLC

EFFECTIVE DATE:

XX ARTICLES OF CORRECTION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

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ARTICLES OF AMENDMENT
TO
ARTICLES OF MERGER

These Articles of Amendment are hereby submitted to the Secretary of State of the State of Florida to correct a typographical error in the following described document:

1. Title of Document: Articles of Merger and Plan of Merger, a copy of which is attached hereto as Exhibit "A".

2. Parties to the Document:
Lakeview Memorial Gardens, Inc. Florida Registration No. 329423
and
Lakeview Memorial Gardens, LLC Florida Registration No. L02000030618

3. Date of filing: December 18, 2002 with the effective date of December 31, 2002

4. Purpose of these Articles of Correction: To correct error in Article FIRST of the Plan of Merger.

5. Article FIRST in the Plan of Merger as previously filed stated:

FIRST: The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lakeview Memorial Gardens, LLC	Florida

6. Article FIRST is hereby deleted in its entirety and replaced as follows:

FIRST: The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lakeview Memorial Gardens, Inc.	Florida

7. All other Articles in the previously filed Plan of Merger are correct.

Dated: December 31, 2002.

LAKEVIEW MEMORIAL GARDENS, LLC,
a Florida limited liability company

By: _____

Timothy J. Claiborne,
Manager

LAKEVIEW MEMORIAL GARDENS, INC.,
a Florida corporation

By: _____

Timothy J. Claiborne,
Vice President

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 7, 2003

DARLENE WARD
CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: LAKEVIEW MEMORIAL GARDENS, LLC
Ref. Number: L02000030618

We have received your document for LAKEVIEW MEMORIAL GARDENS, LLC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must be titled articles of amendment to the articles of merger.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 703A00000793

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Exhibit "A"

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.438, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

EFFECTIVE DATE:

12/31/02

Name and Street Address

Jurisdiction

Entity Type

1. Lakeview Memorial Gardens, Inc.

Florida

Corporation

1929 Allen Parkway

Houston, Texas 77019

Florida Document/Registration Number: 329423

FEI Number: 59-1260257

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entire type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lakeview Memorial Gardens, LLC 1929 Allen Parkway Houston, Texas 77019	Florida	Limited Liability

Florida Document/Registration Number: L02000030618 FEI Number: 59-1260257

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 608.4381 of the Florida Statutes, is being submitted in accordance with Section 607.1108 and 608.438 of the Florida Statutes.

FIRST: The exact name and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lakeview Memorial Gardens, LLC	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lakeview Memorial Gardens, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Lakeview Memorial Gardens, LLC, a Florida limited liability company, is the owner of all of the issued and outstanding capital stock of Lakeview Memorial Gardens, Inc., a Florida corporation. Lakeview Memorial Gardens, LLC and Lakeview Memorial Gardens, Inc. hereby merge pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Florida Limited Liability Company Act.

The separate existence of Lakeview Memorial Gardens, Inc. shall cease at the effective time and date of the merger, and Lakeview Memorial Gardens, LLC shall continue its existence as the surviving entity pursuant to the provisions of the Florida Limited Liability Company Act.

The articles of organization and operating agreement of Lakeview Memorial Gardens, LLC, as now in force and effect, shall continue to be the articles of organization and operating agreement of Lakeview Memorial Gardens, LLC until amended and changed pursuant to the provisions of the laws of the Florida Limited Liability Company Act.

The title of all real estate and personal tangible and intangible property or any interest therein, owned by Lakeview Memorial Gardens, Inc. shall be vested in Lakeview Memorial Gardens, LLC and Lakeview Memorial Gardens, LLC shall be responsible and liable for all the liabilities and obligations of Lakeview Memorial Gardens, Inc.

FOURTH: The issued shares of Lakeview Memorial Gardens, Inc. shall not be converted or exchanged in any manner inasmuch as Lakeview Memorial Gardens, LLC presently owns directly all of the outstanding shares of said corporation and will continue

to own said shares prior to the adoption of this Plan of Merger and prior to the effective time and date thereof. Each of the issued shares of Lakeview Memorial Gardens, Inc. shall be surrendered and extinguished upon the effective time and date of the merger in the State of Florida.

FIFTH: The management of Lakeview Memorial Gardens, LLC is vested in one manager. The name and business address of such manager is as follows:

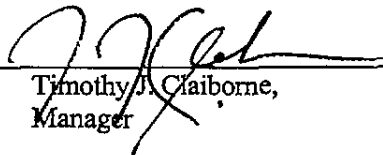
<u>Name</u>	<u>Business Address</u>
Timothy J. Claiborne	4114 Sunbeam Road, #101 Jacksonville, Florida 32257

SIXTH: The effective time and date of the merger provided for herein shall be at 11:59 p.m. December 31, 2002.

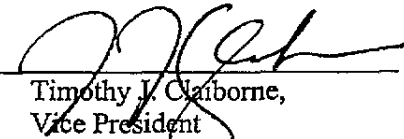
IN WITNESS WHEREOF, this Plan of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: December 12, 2002.

LAKEVIEW MEMORIAL GARDENS, LLC,
a Florida limited liability company

By: 
Timothy J. Claiborne,
Manager

LAKEVIEW MEMORIAL GARDENS, INC.,
a Florida corporation

By: 
Timothy J. Claiborne,
Vice President

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JAN - 11 11:59 p.m.
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