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December 19, 2003

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Halifax Funeral Properties, LLC

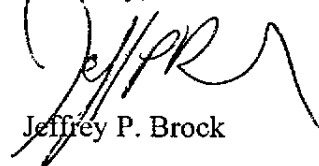
Gentlemen:

Enclosed is original and one copy of Certificate of Conversion and Articles of Organization. Also enclosed is our firm check in the amount of \$180.00 in payment of the filing fees, resident agent fee and fee for certified copy.

Please provide a certified copy of the Articles at your earliest convenience.

Thank you.

Sincerely,



Jeffrey P. Brock

JPB/tm
Enclosures

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CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

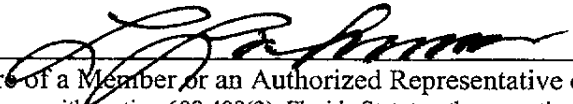
Halifax Funeral Properties, a Florida general partnership

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: November 26, 1997
- B. Jurisdiction: Volusia County, Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Same

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Halifax Funeral Properties, LLC

X 
Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lowell Lohman, managing member

Typed or Printed Name of Signee

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FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION

of

HALIFAX FUNERAL PROPERTIES, LLC

A Florida Limited Liability Company

The undersigned member, on behalf of the members of the within named limited liability company, hereby forms this limited liability company (hereinafter referred to as "this company") under the provisions of the Florida Limited Liability Company Act.

ARTICLE 1

NAME

The name of this company is HALIFAX FUNERAL PROPERTIES, LLC

ARTICLE 2

TERM OF EXISTENCE

The term of existence of this company is perpetual. The date and time at which the existence of this company begins is the date and time of filing of these articles of organization the Department of State of the State of Florida.

ARTICLE 3

PURPOSE

The purpose for which this company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this company may conduct business. This company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this company.

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ARTICLE 4

PRINCIPAL OFFICE

The mailing address and street address of the principal office of this company are:

Mailing address: 1210 John Anderson Drive
Ormond Beach, FL 32176

Street address: 1210 John Anderson Drive
Ormond Beach, FL 32176

ARTICLE 5

REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this company in the State of Florida are as follows:

Name: Lowell Lohman

Street Address: 1210 John Anderson Drive
Ormond Beach, FL 32176

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ARTICLE 6

ADMISSION OF ADDITIONAL MEMBERS

The members of this company are given the right to admit additional members upon the condition that each new member is approved for admission by vote or consent in writing of not fewer than one hundred percent (100%) of the members then existing.

ARTICLE 7

CONTINUATION OF BUSINESS

The remaining members of this company are given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE 8

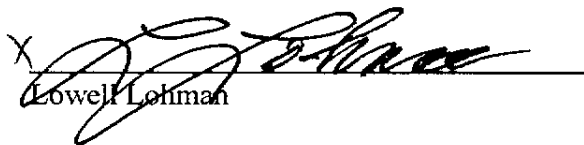
MANAGEMENT

This company is to be managed by one or more managers and is, therefore, a manager-managed company.

Any manager of this company may also be a member of this company.

EXECUTION

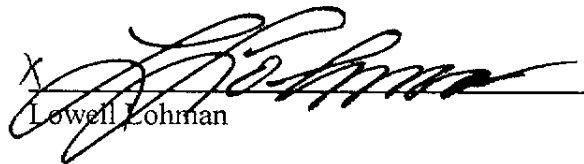
The undersigned member of this limited liability company executes these articles of organization this 17 day of December, 2003.

X 
Lowell Lohman

**STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment 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 as provided for in Chapter 608, Fla. Stat.

Dated: December 17, 2003

X 
Lowell Lohman

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