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ARTICLE OF ORGANIZATION OF FLORIDA FUNERAL CARE, L.L.C.

The Undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 08, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE 1

NAME OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be Florida Funeral Care, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company shall be 12278 E. Colonial Drive, Suite 100, Orlando, FL 32828

ARTICLE III

PERIOD OF DURATION

The Company shall commence its existence on the date these Article of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Regulations.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Company is $\frac{22}{10}$ 12278 E. Colonial Drive, Suite 100, Orlando, FL 32828, and the name of the initial \rightarrow registered agent at such address is Rafael A. Gonzalez.

ARTICLE V

CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit A to the Operating Agreement.

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ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the Member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII

MEMBERS RIGHT TO CONTINUE BUSINESS

The Company shall be \dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is $\overline{s_{12}}$ $\overline{s_{12}}$ continued by unanimous vote of the remaining Members.

ARTICLE IX

MANAGEMENT

The Company shall be managed by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Article of Organization.

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The names and addresses of the members of the Company are:

NAME

Rafael A. Gonzalez

Donald Gene Varnadore

Royce Dean Vanderpool

Alan Trueba

5231 Hawkstone Dr. Sanford, FL 32771

ADDRESS

3269 White Blossom Lane Clermont, FL 34711

781 Pickfair Terrace Lake Mary, FL 32746

553 Twisting Pine Ct. Longwood, FL 32779

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Orange County, Florida on this 10th day of March 2005.

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this <u>10</u> day of March, 2005. NOTARY PUBLIC STATE OF FLORMA

Gail L. Oberly Commission # DD376733 Expires: DEC. 05, 2008 Bonded Thru Atlantic Bonding Co., Inc.

NOTARY PUBLIC

Rafael A. Gonzalez

(Print or type name of Notary Public)

Personally Known X or Produced Identification _____ Type of Identification Produced _____

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of FS. 608.415 or 608.507, FLORIDA FUNERAL CARE, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

The name of the limited liability company is FLORIDA FUNERAL CARE, L.L.C.
The name and street address of the registered agent in Florida is:

Rafael A. Gonzalez 12278 E. Colonial Drive, Suite 100, Orlando, FL 32826-4724 The undersigned, being the person named in the Articles of Organization of FLORIDA FUNERAL CARE, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: MATZLH 11 . 2005.

39 Rafael A. Gonzalez, Registered Agent

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Commission # DD376733 Expires: DEC. 05, 2008

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