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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

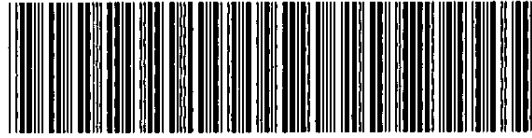
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 JUN - 8 AM 11: 30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 6/30/09

B. KOHR

JUN - 8 2009

EXAMINER

FILED

09 JUN - 8 PM 3: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 028962 4324348
AUTHORIZATION :
COST LIMIT : ~~\$100.00~~

Spauldeman

FILED
09 JUN -8 PM 3:15
TALLAHASSEE, FLORIDA

ORDER DATE : June 8, 2009
ORDER TIME : 9:30 AM
ORDER NO. : 028962-005
CUSTOMER NO: 4324348

EFFECTIVE DATE 6/30/09

CONVERSION

NAME: FUNERAL SERVICES ACQUISITION
GROUP, INC.
INTO
FUNERAL SERVICES ACQUISITION
GROUP, LLC

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 6/30/09

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Funeral Services Acquisition Group, Inc. 634613
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on April 7, 1983
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Funeral Services Acquisition Group, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: June 30, 2009
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 3rd day of June 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: *Curtis G. Briggs*
Printed Name: Curtis G. Briggs Title: President of Member,
MHI Group, LLC

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: *Janet S. Key*
Printed Name: Janet S. Key Title: Director and Secretary

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

EFFECTIVE DATE 6/30/09

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Funeral Services Acquisition Group, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

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ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1929 Allen Parkway
Houston, Texas 77019

P. O. Box 130548
Houston, Texas 77219-0548

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company
Name

1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, F.S..

Corporation Service Company
BY: *Carmela L. Dunlap*
Registered Agent's Signature (REQUIRED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

Noble L. Longino MGR

2550 Highlands Blvd. North
Palm Harbor, Florida 34684

Janet S. Key MGR

1929 Allen Parkway
Houston, Texas 77019

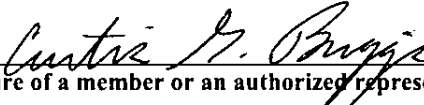
Susan L. Garrett MGR

1929 Allen Parkway
Houston, Texas 77019

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: June 30, 2009. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



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.)

Curtis G. Briggs, President, MHI Group, LLC

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)