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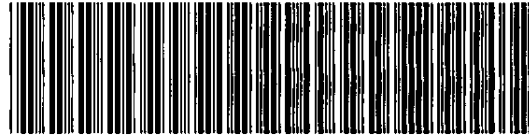
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2010 OCT 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Of

**A.P. Boza Funeral Home, Inc.
Bruce Ocala Funeral Home, Inc.
Curry & Son Funeral Home, Inc.
Kicliter Funeral Home, Inc.
Roberts Funeral Home, Inc.
Semoran Funeral Home, Inc.
Turner Funeral Homes, Inc.
(all Florida corporations)**

with and into

**BALDWIN-FAIRCHILD FUNERAL HOMES, LLC.
(a Florida limited liability company)**

Pursuant to Fla. Stat. § 607.1108, the undersigned as the Surviving LLC in a merger, hereby submits the following information:

1. The names of the constituent entities and the state under the laws of which each is organized are:

<u>Name</u>	<u>State of Incorporation</u>
A.P. Boza Funeral Home, Inc.	Florida
Bruce Ocala Funeral Home, Inc.	Florida
Curry & Son Funeral Home, Inc.	Florida
Kicliter Funeral Home, Inc.	Florida
Roberts Funeral Home, Inc.	Florida
Semoran Funeral Home, Inc.	Florida
Turner Funeral Homes, Inc.	Florida

(the "Merging Entities")

Baldwin-Fairchild Funeral Homes, LLC. ("BFH" or the "Surviving LLC")	Florida
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2. The laws of Florida permit such merger, and the merger is in compliance with said laws.

3. The name of the Surviving LLC is Baldwin-Fairchild Funeral Homes, LLC ("BFH") whose name shall be changed to **S.E. Funeral Homes of Florida, LLC** as set forth in the attached Plan and Agreement of Merger. The Surviving LLC is to be governed by the laws of the State of Florida.

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4. The shareholders and members, as applicable, of the Merging Entities are as follows:

a. Turner Funeral Homes, Inc., Kicliter Funeral Home, Inc., Roberts Funeral Home, Inc., Bruce Ocala Funeral Home, Inc., and BFH are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

b. A.P. Boza Funeral Home, Inc. and Curry & Son Funeral Home, Inc. are both wholly owned subsidiaries of Garden of Memories, LLC. ("GOM"), Florida limited liability company. GOM is a wholly owned subsidiary of CMI.

c. Semoran Funeral Home, Inc. is a wholly owned subsidiary of Chapel Hill Cemetery, LLC. ("CPC"), a Florida limited liability company. CPC is a wholly owned subsidiary of CMI.

The board of directors and shareholders or members, as applicable, of CMI, BFH, GOM, CPC and the Merging Entities have adopted the attached Plan and Agreement of Merger by unanimous consent dated October 25, 2010. CMI, BFH, GOM, CPC and the Merging Entities waive all notice and mailing requirements required under Florida law.

5. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving LLC shall be as follows:

(a) The issued and outstanding shares of stock of the Merging Entities shall be canceled in consideration of the assumption by the Surviving LLC of all of the assets and liabilities of the Merging Entities.

(b) All of the outstanding membership interest in BFH as of the Effective Date shall continue to represent the membership interest in the Surviving LLC and shall be unaffected by the Merger.

6. The merger shall be effective as of October 31, 2010 at 11:59 p.m. C.S.T.

Dated this 25th day of October, 2010.

By: 


Michael G. Hymel, Vice President of
A.P. Boza Funeral Home, Inc.
Baldwin-Fairchild Funeral Homes, LLC
Bruce Ocala Funeral Home, Inc.
Cemetery Management, Inc.
Chapel Hill Cemetery, LLC
Curry & Son Funeral Home, Inc.
Garden of Memories, LLC.
Kicliter Funeral Home, Inc.
Roberts Funeral Home, Inc.
Semoran Funeral Home, Inc.
Turner Funeral Homes, Inc.

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CERTIFICATE


I, Lewis J. Derbes, Jr., do hereby certify that the above mentioned and attached Plan and Agreement of Merger was adopted by the unanimous written consent of the Board of Directors and shareholders or members, as applicable, of CMI, BFH, GOM, CPC and the Merging Entities dated October 25, 2010.


By: **Lewis J. Derbes, Jr., Secretary for**
A.P. Boza Funeral Home, Inc.
Baldwin-Fairchild Funeral Homes, LLC
Bruce Ocala Funeral Home, Inc.
Cemetery Management, Inc.
Chapel Hill Cemetery, LLC
Curry & Son Funeral Home, Inc.
Garden of Memories, LLC.
Kicliter Funeral Home, Inc.
Roberts Funeral Home, Inc.
Semoran Funeral Home, Inc.
Turner Funeral Homes, Inc.

ACKNOWLEDGMENT


STATE OF LOUISIANA
PARISH OF JEFFERSON

On this 25th day of October, 2010, before me, personally came and appeared, Michael G. Hymel, Vice President of Turner Funeral Homes, Inc., Kicliter Funeral Home, Inc., Roberts Funeral Home, Inc., Bruce Ocala Funeral Home, Inc., A.P. Boza Funeral Home, Inc., Curry & Son Funeral Home, Inc., Semoran Funeral Home, Inc., Baldwin-Fairchild Funeral Homes, LLC, Garden of Memories, LLC, Chapel Hill Cemetery, LLC and Cemetery Management, Inc., who being duly sworn, did depose and say that he is the Vice President of said entities, that the entities described in the foregoing instrument have taken the described actions therein as their free act and deed, and he signs his name hereto by order of the Board of Directors of the said entities.

By: 
Michael G. Hymel, Vice President of
A.P. Boza Funeral Home, Inc.
Baldwin-Fairchild Funeral Homes, LLC
Bruce Ocala Funeral Home, Inc.
Cemetery Management, Inc.
Chapel Hill Cemetery, LLC
Curry & Son Funeral Home, Inc.
Garden of Memories, LLC.
Kicliter Funeral Home, Inc.
Roberts Funeral Home, Inc.
Semoran Funeral Home, Inc.
Turner Funeral Homes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTARY PUBLIC

KEITH M. BENIT
NOTARY PUBLIC
STATE OF LOUISIANA
BAR ROLL NUMBER 24021
COMMISSION EXPIRES AT DEATH

PLAN AND AGREEMENT OF MERGER

of

**A.P. Boza Funeral Home, Inc.
Bruce Ocala Funeral Home, Inc.
Curry & Son Funeral Home, Inc.
Kicliter Funeral Home, Inc.
Roberts Funeral Home, Inc.
Semoran Funeral Home, Inc.
Turner Funeral Homes, Inc.
(all Florida corporations)**

with and into

**BALDWIN-FAIRCHILD FUNERAL HOMES, LLC
(a Florida limited liability company)**

This Plan and Agreement of Merger (this "Agreement"), dated as of October 25, 2010, is made and entered into by and between Turner Funeral Homes, Inc., Kicliter Funeral Home, Inc., Roberts Funeral Home, Inc., Bruce Ocala Funeral Home, Inc., A.P. Boza Funeral Home, Inc., Curry & Son Funeral Home, Inc., and Semoran Funeral Home, Inc. (hereafter the "Merging Entities"), and Baldwin-Fairchild Funeral Homes, LLC ("BFH"), all of which are Florida entities.

WHEREAS, the parties hereto wish to provide for the merger of the Merging Entities with and into BFH (the "Merger") pursuant to which BFH will be the surviving LLC (the "Surviving LLC"), all on the terms and conditions contained therein,

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger:

(a) The constituent entities of the Merger are the Merging Entities and Baldwin-Fairchild Funeral Homes, LLC ("BFH"), all of which are Florida entities.

(b) The shareholders of the Merging Entities are as follows:

i. Turner Funeral Homes, Inc., Kicliter Funeral Home, Inc., Roberts Funeral Home, Inc., Bruce Ocala Funeral Home, Inc., and BFH are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

ii. A.P. Boza Funeral home, Inc. and Curry & Son Funeral Home, Inc. are both wholly owned subsidiaries of Garden of Memories, LLC ("GOM"), a Florida limited liability company. GOM is a wholly owned subsidiary of CMI.

iii. Semoran Funeral Home, Inc. is a wholly owned subsidiary of Chapel Hill Cemetery, LLC. ("CPC"), a Florida limited liability company. CPC is a wholly owned subsidiary of CMI.

The board of directors and shareholders or members, as applicable, of CMI, BFH, GOM, CPC and the Merging Entities have adopted the Plan and Agreement of Merger by unanimous consent dated October 25, 2010. CMI, BFH, GOM, CPC and the Merging Entities waive all notice and mailing requirements required under Florida law.

(c) At the Effective Date (defined hereinbelow), the Merging Entities shall be merged with and into BFH and the separate corporate existence of the Merging Entities shall thereupon cease. BFH shall be the Surviving LLC in the Merger, and BFH with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving LLC shall succeed to all of the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Entities and BFH, all of the properties and assets of the Merging Entities and BFH and all of the debts, causes in action and other interests due or belonging to the Merging Entities and BFH, and shall be subject to, and responsible for, all of the debts, liabilities and duties of the Merging Entities and BFH.

(e) If, at any time after the Effective Date, the Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving LLC its right, title or interest in, to or under any of the rights, properties or assets of the Merging Entities and BFH acquired or to be acquired by the Surviving LLC as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving LLC shall and will be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving LLC or to otherwise carry out this Agreement.

2. Amendment to Articles of Organization of Baldwin-Fairchild Funeral Homes, LLC.

(a) The Articles of Organization and Bylaws of the Surviving LLC as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Organization and Bylaws of the Surviving LLC except that the entity's name,

Baldwin-Fairchild Funeral Homes, LLC, shall be changed to **S.E. Funeral Homes of Florida, LLC**.

(b) The board of directors, and the members thereof, and the officers, of the Surviving LLC immediately prior to the Effective Date shall be and constitute the board of directors, and the members thereof, and the officers, respectively, of the Surviving LLC.

3. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving LLC shall be as follows:

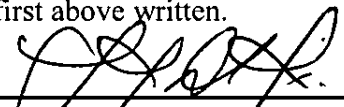
(a) The issued and outstanding shares of stock of the Merging Entities shall be canceled in consideration of the assumption by the Surviving LLC of all of the assets and liabilities of the Merging Entities.

(b) All of the outstanding membership interest in BFH as of the Effective Date shall continue to represent the membership interest in the Surviving LLC and shall be unaffected by the Merger.

4. Effective Date. The merger shall be effective as of October 31, 2010 at 11:59 p.m. C.S.T.

IN WITNESS WHEREOF, the Merging Entities and BFH have duly executed this Agreement as of the date first above written.

By: _____


Lewis J. Derbes, Jr., Secretary of
A.P. Boza Funeral Home, Inc.
Baldwin-Fairchild Funeral Homes, LLC
Bruce Ocala Funeral Home, Inc.
Cemetery Management, Inc.
Chapel Hill Cemetery, LLC
Curry & Son Funeral Home, Inc.
Garden of Memories, LLC.
Kicliter Funeral Home, Inc.
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Semoran Funeral Home, Inc.
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