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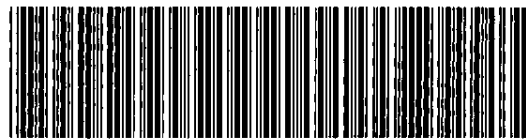
3 filings

A. LUNT

DEC -6 2010

EXAMINER

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TALLAHASSEE, FLORIDA



New Orleans Office

KEITH M. BENIT, PARTNER
Admitted in Louisiana and Mississippi

Direct Dial No: (504) 585-7582
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E-mail: benit@chaffe.com

October 28, 2010

Via Federal Express
Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Merger
Our File No. 012150/21214

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents which we ask that you place on file:

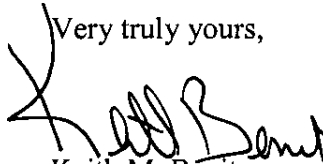
1. Articles of Merger of Arlington Memorial Park Cemetery and Funeral Home, Inc., Madcem of Florida, Inc., Memorial Park Cemetery, Inc., Oaklawn Park Cemetery and Funeral Home, Inc., Royal Palm Memorial Gardens, Inc., South Dade-Palms Memorial Park, Inc., Sylvan Abbey Memorial Park, Inc., Woodlawn Park Cemetery Company (all Florida corporations) with and into GARDEN OF MEMORIES, LLC (a Florida limited liability company).
2. 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).
3. Articles of Merger of All Faiths Memorial Park, Inc., Bay Area Crematory, Inc., Florida Hills Memorial Gardens, Inc., Glen Haven Memorial Park, Inc., Good Shepherd Memorial Gardens, Inc., Highland Memory Gardens, Inc., Memorial Sunset Park, Inc., Turner Crematory, Inc., Woodlawn Memory Gardens, Inc. (all Florida corporations) with and into CHAPEL HILL CEMETERY, LLC (a Florida limited liability company).

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In connection with the filing of the above referenced documents, we are submitting herewith a check in the amount of \$945 to cover your filing fees.

It will be appreciated if you would return to me a filed stamped copy of the Articles of Merger in the enclosed self-addressed envelope.

Thanking you in advance for your assistance and should you have any questions, please do not hesitate to contact me at (504) 585-7582.

Very truly yours,

Keith M. Benit

KMB/gf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Of

**Arlington Memorial Park Cemetery and Funeral Home, Inc.
Madcem of Florida, Inc.
Memorial Park Cemetery, Inc.
Oaklawn Park Cemetery and Funeral Home, Inc.
Royal Palm Memorial Gardens, Inc.
South Dade-Palms Memorial Park, Inc.
Sylvan Abbey Memorial Park, Inc.
Woodlawn Park Cemetery Company**

(all Florida corporations)

with and into

**GARDEN OF MEMORIES, ^{II}LLC.
(a Florida limited liability company)**

Pursuant to Fla. Stat. § 607.1103, 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>
Arlington Memorial Park Cemetery and Funeral Home, Inc.	Florida
Madcem of Florida, Inc.	Florida
Memorial Park Cemetery, Inc.	Florida
Oaklawn Park Cemetery and Funeral Home, Inc.	Florida
Royal Palm Memorial Gardens, Inc.	Florida
South Dade-Palms Memorial Park, Inc.	Florida
Sylvan Abbey Memorial Park, Inc.	Florida
Woodlawn Park Cemetery, Company	Florida

(the "Merging Entities")

Garden of Memories, ^{II} LLC. ("GM" 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 Garden of Memories, LLC whose name shall be changed to **S.E. Combined Services 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.

4. The shareholders of the Merging Entities are as follows:

a. Arlington Memorial Park Cemetery and Funeral Home, Inc., Sylvan Abbey Memorial Park, Inc., Madcem of Florida, Inc., Memorial Park Cemetery, Inc., Royal Palm Memorial Gardens, Inc., Oaklawn Park Cemetery and Funeral Home, Inc., Woodlawn Park Cemetery Company, and GM are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

b. South Dade-Palms Memorial Park, Inc. is a wholly owned subsidiary of Woodlawn Park Cemetery Company, a Florida corporation. Woodlawn Park Cemetery Company is a wholly owned subsidiary of CMI.

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

5. The shareholders of the Merging Entities, who except for the applicability of Fla. Stat. § 607.1104, would be entitled to vote and who dissent from the merger pursuant to § 697.1321, may be entitled, if they comply with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares.

6. 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 GM as of the Effective Date shall continue to represent the membership interest of the Surviving LLC and shall be unaffected by the Merger.

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TALLAHASSEE, FLORIDA

7. 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.

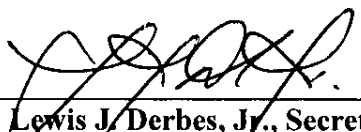
By: 
Michael G. Hymel, Vice President of
Arlington Memorial Park Cemetery and Funeral Home, Inc.
Cemetery Management, Inc.
Garden of Memories II, LLC
Madcem of Florida, Inc.
Memorial Park Cemetery, Inc.
Oaklawn Park Cemetery and Funeral Home, Inc.
Royal Palm Memorial Gardens, Inc.
South Dade-Palms Memorial Park, Inc.
Sylvan Abbey Memorial Park, Inc.
Woodlawn Park Cemetery Company

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TALLAHASSEE FLORIDA

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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 of CMI, the board of directors of each of the Merging Entities, and the members of GM, dated October 25, 2010.


By: **Lewis J. Derbes, Jr., Secretary for**
Arlington Memorial Park Cemetery and Funeral Home, Inc.
Cemetery Management, Inc.
Garden of Memories II, LLC
Madcem of Florida, Inc.
Memorial Park Cemetery, Inc.
Oaklawn Park Cemetery and Funeral Home, Inc.
Royal Palm Memorial Gardens, Inc.
South Dade-Palms Memorial Park, Inc.
Sylvan Abbey Memorial Park, Inc.
Woodlawn Park Cemetery Company

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 Arlington Memorial Park Cemetery and Funeral Home, Inc., Sylvan Abbey Memorial Park, Inc., Madcem of Florida, Inc., Memorial Park Cemetery, Inc., Royal Palm Memorial Gardens, Inc., Oaklawn Park Cemetery and Funeral Home, Inc., Woodlawn Park Cemetery Company, South Dade-Palms Memorial Park, Inc., Garden of Memories, 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 action 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
Arlington Memorial Park Cemetery and Funeral Home, Inc.
Cemetery Management, Inc.
Garden of Memories II, LLC
Madcem of Florida, Inc.
Memorial Park Cemetery, Inc.
Oaklawn Park Cemetery and Funeral Home, Inc.
Royal Palm Memorial Gardens, Inc.
South Dade-Palms Memorial Park, Inc.
Sylvan Abbey Memorial Park, Inc.
Woodlawn Park Cemetery Company

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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

**Arlington Memorial Park Cemetery and Funeral Home, Inc.
Madcem of Florida, Inc.
Memorial Park Cemetery, Inc.
Oaklawn Park Cemetery and Funeral Home, Inc.
Royal Palm Memorial Gardens, Inc.
South Dade-Palms Memorial Park, Inc.
Sylvan Abbey Memorial Park, Inc.
Woodlawn Park Cemetery Company
(all Florida corporations)**

with and into

**GARDEN OF MEMORIES, LLC.
(a Florida limited liability company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger (this "Agreement"), dated as of October 25, 2010, is made and entered into by and between Arlington Memorial Park Cemetery and Funeral Home, Inc., Madcem of Florida, Inc., Memorial Park Cemetery, Inc., Oaklawn Park Cemetery and Funeral Home, Inc., Royal Palm Memorial Gardens, LLC, South Dade-Palms Memorial Park, Inc., Sylvan Abbey Memorial Park, Inc., Woodlawn Park Cemetery Company, (hereafter the "Merging Entities"), and Garden of Memories, Inc. ("GM"), all of which are Florida entities.

WHEREAS, the parties hereto wish to provide for the merger of the Merging Entities with and into GM (the "Merger") pursuant to which GM 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 Garden of Memories, LLC. ("GM"), all of which are Florida entities.

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

a. Arlington Memorial Park Cemetery and Funeral Home, Inc., Sylvan Abbey Memorial Park, Inc., Madcem of Florida, Inc., Memorial Park Cemetery, Inc., Royal Palm Memorial Gardens, Inc., Oaklawn Park Cemetery and Funeral

Home, Inc., Woodlawn Park Cemetery Company, and GM are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

b. South Dade-Palms Memorial Park, Inc. is a wholly owned subsidiary of Woodlawn Park Cemetery Company, a Florida corporation. Woodlawn Park Cemetery Company is a wholly owned subsidiary of CMI.

The board of directors and shareholder or member, as applicable, of CMI, GM, and the Merging Entities have adopted the attached Plan and Agreement of Merger by unanimous consent dated October 25, 2010. The Merging Entities, GM, and CMI 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 GM and the separate corporate existence of the Merging Entities shall thereupon cease. GM shall be the Surviving LLC in the Merger, and GM 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 GM, all of the properties and assets of the Merging Entities and GM and all of the debts, causes in action and other interests due or belonging to the Merging Entities and GM, and shall be subject to, and responsible for, all of the debts, liabilities and duties of the Merging Entities and GM.

(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 GM 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 Garden of Memories, 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, Garden of Memories, LLC, shall be changed to **S.E. Combined Services of Florida, LLC**.

(b) The members and the officers of the Surviving LLC immediately prior to the Effective Date shall be and constitute the members and officers 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 of GM as of the Effective Date shall continue to represent the membership interest of the Surviving Corporation 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, CMI and GM have duly executed this Agreement as of the date first above written.

By: _____

Lewis J. Derbes, Jr., Secretary of

Arlington Memorial Park Cemetery and Funeral Home, Inc.

Cemetery Management, Inc.

Garden of Memories II, LLC

Madcem of Florida, Inc.

Memorial Park Cemetery, Inc.

Oaklawn Park Cemetery and Funeral Home, Inc.

Royal Palm Memorial Gardens, Inc.

South Dade-Palms Memorial Park, Inc.

Sylvan Abbey Memorial Park, Inc.

Woodlawn Park Cemetery Company

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