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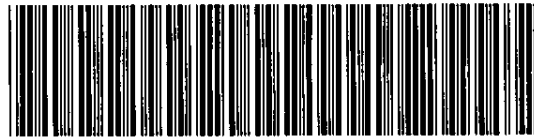
(Business Entity Name)

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Amended

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**CORPORATE
ACCESS,
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Amend

1. Baldwin Brothers Memorial Care Services
(CORPORATE NAME AND DOCUMENT #) Inc.

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC., a Florida corporation (the "*Corporation*"), certifies that

1. These Amended and Restated Articles of Incorporation were duly adopted by a majority of the Board of Directors of the Corporation by written consent dated April 30, 2013. The amendments contained herein require the approval of the holders of shares of the capital stock of the Corporation, and the shareholders of the Corporation approved such amendments by written consent dated April 30, 2013. The number of votes cast for the amendments was sufficient for approval by the holders of capital stock of the Corporation.

2. The text of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC. (hereinafter called the "*Corporation*").

**ARTICLE II
CAPITAL STOCK**

A. Authorized Stock. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 10,000,000 shares, consisting of shares of Common Stock, par value \$0.001 per share (the "*Common Stock*").

**ARTICLE III
MAILING ADDRESS**

The current address of the principal place of business of the Corporation is One North Causeway, New Smyrna Beach, Florida 32169.

**ARTICLE IV
BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "*Board*") shall consist of one or more directors, with the number of directors specified in or fixed in accordance with the Bylaws of the Corporation, and the number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

**ARTICLE V
REGISTERED AGENT**

The street address of the registered office of the Corporation is One North Causeway, New Smyrna Beach, Florida 32169. The name of the registered agent of the Corporation at that address is James R. Baldwin.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on

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TALLAHASSEE, FLORIDA

behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE VII BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE VIII SPECIAL SHAREHOLDERS MEETINGS; LIMITATION OF LIABILITY

A. Call of Special Shareholders Meeting . Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the holders of not less than fifty (50%) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board, or (b) the Corporation's Chairman of the Board or Chief Executive Officer. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

B. Limitation of Liability. To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, no member of the Board of Directors shall be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the Corporation's state of incorporation is hereafter amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this paragraph VIII.B. shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation on April 30, 2013.

**BALDWIN BROTHERS MEMORIAL CARE
SERVICES, INC.**

By: 

Name: Richard O. Baldwin, Jr.

Title: President