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FILED

00 MAY 25 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Watson Funeral Home, Inc.
P.O. Box 2167
Trenton, Florida 32693

April 28, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

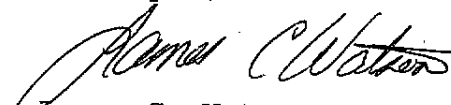
RE: Watson Funeral Home, Inc.

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-05/25/00-01037-006
*****78.75 *****78.75

Dear Mr. or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for Watson Funeral Home, Inc., along with the registered agent acceptance and a check in the amount of \$78.75 for the Filing Fee, Registered Agent Designation and one Certified Copy.

Thank you,


James C. Watson
Incorporator

ARTICLES OF INCORPORATION

FOR

WATSON FUNERAL HOME, INC.

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TALLAHASSEE, FLORIDA

ARTICLES I. NAME

The name of the corporation shall be:

Watson Funeral Home, Inc.

The principal place of business of the corporation shall be 426-A W. Wade St., Trenton, Florida 32693.

The mailing address of the corporation shall be P.O. Box 2167, Trenton, Florida 32693.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawfull activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 426-A W. Wade St., Trenton, Florida. and the name of the initial registered agent of the corporation at that address is James C. Watson.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By-Laws.

The names and addresses of the person or persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
James C. Watson	P.O. Box 2167 Trenton, FL 32693

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at a price which is offered to others.

ARTICLE IX. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The name and address of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
James C. Watson President	P.O. Box 2167 Trenton, FL 32693
Tamara I. Watson Vice President	P.O. Box 2167 Trenton, FL 32693

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

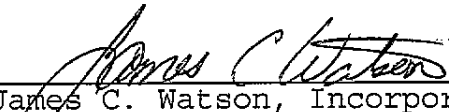
James C. Watson
P.O. Box 2167
Trenton, FL 32693

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for the purpose by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XIV. DISSOLUTION

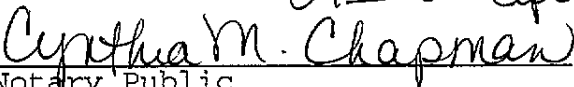
In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.


James C. Watson, Incorporator

State of Florida
County of Alachua

Before me a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared James C. Watson well known to me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 27th day of April 2000.

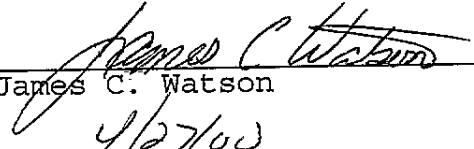

Notary Public
State of Florida

CYNTHIA M. CHAPMAN
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. JUNE 23, 2000
COMM. # CC 868950
Bonded By American Surety & Casualty Co.

FILED
00 MAY 25 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Watson Funeral Home, Inc., the place designated in Article Six of its Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


James C. Watson

4/27/00
Date