

COLIN M. CAMERON *Attorney at Law*

TELEPHONE 863/763-8600
FACSIMILE 863/763-2886
200 N.E. 4TH AVENUE
OKEECHOBEE, FLORIDA 34972

June 5, 2001

PO10000057917

700004376217--1
-06/07/01--01108--003
*****70.00 *****70.00

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

Re: Florida Braun, Inc.

Dear Sir or Madam:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

We have enclosed an additional copy of the Articles with a self-addressed, stamped envelope for you to return to our office. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation.

Sincerely,



Colin M. Cameron

CMC:cb

Enclosures

FILED
01 JUN -7 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 12 2001

5

ARTICLES OF INCORPORATION

OF

FLORIDA BRAUN, INC.

FILED

01 JUN -7 AM 8: 37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: FLORIDA BRAUN, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are: To operate a funeral establishment consistent with the provisions of Florida Statutes chapter 470.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 200 NE 4th Avenue, Okeechobee, FL 34972 and the name of its initial resident agent is: Colin M. Cameron.

ARTICLE VI

The corporation shall have two (2) officers and two (2) directors initially. The name and address of the initial officers and directors who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

ROBERT D. BRAUN
President, Treasurer and Director
96 Champions Boulevard
Rogers, Arkansas 72758

SUZANNE BRAUN
Vice President, Secretary and Director
96 Champions Boulevard
Rogers, Arkansas 72758

ARTICLE VII

Funeral Director. The corporation funeral business shall be managed or supervised by a full-time funeral director. The funeral director shall be selected by and may be removed by the Board of Directors, with or without cause. No one who is not a Florida licensed funeral director shall practice funeral directing on behalf of the corporation.

ARTICLE VIII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation or funeral director with or without cause.

ARTICLE IX

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE X

Stockholders meetings. The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of a majority of the outstanding shares present at any meeting of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE XII

Directors Meetings. A Majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Robert D. Braun, 96 Champions Boulevard, Rogers, Arkansas 72758.

EXECUTED this 30 day of MAY, 2001.

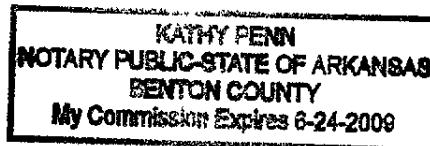

ROBERT D. BRAUN

STATE OF ARKANSAS
COUNTY OF BENTON

The foregoing instrument was subscribed and acknowledged before me this 30 day of May, 2001, by Robert D. Braun, who is personally known to me or who provided ARKANSAS DR. LIC. as identification.


NOTARY PUBLIC

My commission expires: 6-24-09



FILED

01 JUN -7 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA BRAUN, INC.

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - Florida Braun, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Colin M. Cameron located at 200 N. E. 4th Avenue, City of Okeechobee, State of Florida, 34972 as its agent to accept service of process within Florida.

FLORIDA BRAUN, INC.

By: Robert D. Braun
Robert D. Braun, President

Date: MAY 31, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Colin M. Cameron
Colin M. Cameron, Resident Agent

Date: 6/4/01