PO/OOOOS6705

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

Work & Son - Royal Palm Acquisition, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00

\$78.75

100004566201--1 -08/31/01--01033--021 *****78.75 *****78.75

Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy ADDITIONAL CO	Filing Fee Certified & Certific Status PY REQUIE	Copy cate of	
FROM:	Wend <u>y Russell Wi</u> Nan	ener, Esq. ne (Printed or typed)		- -	
	660 E. Jefferson Street				
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-	<u>Tallahassee, FL</u> Cit	3230 <u>1</u> ty, State & Zip	,,,,,,,,	AUG 3 ON CF (
	222-7710	*Call Sovon for	pickup.	01 AUG 31 PN 2: 0: DIVISION OF CORPORATIO	NECE SED
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NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

OF

WORK & SON - ROYAL PALM ACQUISITION, INC.

The undersigned natural person, acting hereby as Incorporator for the purposes of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation Is Work & Son - Royal Palm Acquisition, Inc.

ARTICLE II

The principal office of the corporation shall be located at:

18016 Vila Creek Drive Tampa, Florida 33647

ARTICLE III

The general purposes for which the corporation is organized are to own and/or operate funeral and/or cemetery businesses or other corporations which may do so.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

1. Cliff Work

٠,

18016 Villa Creek Drive Tampa, Florida 33647

2. Frank Work

7280 Highway 47 Union, Minnesota 63084

ARTICLE VI

The name and address of the registered agent is:

Wendy Russell Wiener, Esq. Mang Law Firm, P.A. 660 E. Jefferson Street Tallahassee, Florida 32301

ARTICLE VII

The name and address of the sole incorporator is:

Cliff Work 18016 Villa Creek Drive Tampa, Florida 33647

ARTICLE VIII

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall only authorize and issue one class of stock (voting or non-voting common). No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

Incorporator The foregoing Articles of Incorporation were acknowledged before me this _____day of August, 2001, by Cliff Work, as Incorporator, and who did not take an oath. Personally known to me; or Produced identification: Name Printed or Typed My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for <u>Work & Son - Royal Palm Acquisition</u>, Inc. at the place designated in the Articles of Incorporation, Wendy Russell Wiener, Esq., agrees to act in this capacity; agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office; and is familiar with, and accepts the obligations provided for in, Section 607.0505 of the Florida Statutes.

DATE: 0/01/01

By: Wendy Russell Wiener, Esq.

STATE OF FLORIDA COUNTY OF LEON

The foregoing Acceptance of Registered Agent was acknowledged before me this day of August, 2001, by Wendy Russell Wiener, Esq. as Initial Registered Agent, and who did not take an oath.

Personally known to me; or Produced identification:

NOTARY PUBLIC

mmermans

Name Printed or Typed My Commission Expires:

Dawn Ammerman

My Commission CC697765

Expires November 20, 2001