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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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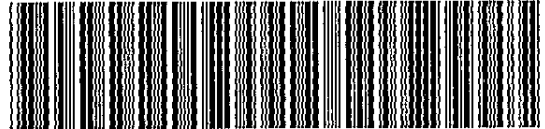
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Merger

C. Coulllette

DEC 28 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Eternal Rest Memory Park, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Richard J. Santurri, Esq.
(Contact Person)

Mang Law Firm
(Firm/Company)

P.O. Box 11127
(Address)

Tallahassee, FL 32302
(City/State and Zip Code)

For further information concerning this matter, please call:

Richard J. Santurri At (850) 222-7710
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Eternal Rest Memory Park, Inc.	Florida	P01000111170

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Suncoast Crematory, Inc.	Florida	P01000111166
Clearwater Funeral Home at Belcher, Inc.	Florida	P01000111167

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12-23-05.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12-23-05.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

Typed or Printed Name of Individual & Title

Charles Scalisi, Pres. & Dir.

Charles Scalisi, Pres. & Dir.

Charles Scalisi, Pres. & Dir.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Eternal Rest Memory Park, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Suncoast Crematory, Inc.</u>	<u>Florida</u>
<u>Clearwater Funeral Home</u> <u>at Belcher, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows: Charles and Tracy Scalisi are the sole shareholders of the surviving and merging corporations. There will be no conversion of shares. They will simply transfer the assets and liabilities of the merging corporations to the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: There will be no conversion since the shares are not publicly traded, and the shareholders of the merging corporations and the shareholders of the surviving corporation are the same.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

None

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

None

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Not applicable

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

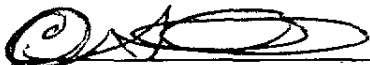
Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

ADOPTION OF MERGER BY THE SHAREHOLDERS OF
ETERNAL REST MEMORY PARK, INC., THE SURVIVING CORPORATION

Charles and Tracey Scalisi, as the sole shareholders of Eternal Rest Memory Park, Inc., hereby adopt the Plan of Merger for the merger of Suncoast Crematory, Inc. and Clearwater Funeral Home at Belcher, Inc. into Eternal Rest Memory Park, Inc.



Charles Scalisi

12-23-05

Date



Tracey Scalisi

12-23-05

Date

ADOPTION OF MERGER BY THE SHAREHOLDERS OF
SUNCOAST CREMATORY, INC., A MERGING CORPORATION

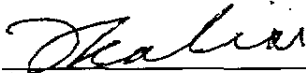
Charles and Tracey Scalisi, as the sole Shareholders of Suncoast Crematory, Inc., hereby adopt the Plan of Merger for the merger of Suncoast Crematory, Inc. and Clearwater Funeral Home at Belcher, Inc. into Eternal Rest Memory Park, Inc.



Charles Scalisi

12-23-05

Date



Tracey Scalisi

12-23-05

Date

ADOPTION OF MERGER BY THE SHAREHOLDERS OF CLEARWATER
FUNERAL HOME AT BELCHER, INC., A MERGING CORPORATION

Charles and Tracey Scalisi, as the sole shareholders of Clearwater Funeral Home at Belcher, Inc., hereby adopt the Plan of Merger for the merger of Suncoast Crematory, Inc. and Clearwater Funeral Home at Belcher, Inc. into Eternal Rest Memory Park, Inc.



Charles Scalisi

12-23-05

Date



Tracey Scalisi

12-23-05

Date