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November 27, 2001

Juan J. Sagaro  
15526 SW 62 Terrace  
Miami, FL 33193  
Telephone: (305) 752-5509

Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Articles of Incorporation for  
**Global Funeral Distributors, Inc.**  
(a corporation for profit)

FILED  
01 DEC -3 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Registered Agent for Global Funeral Distributors, Inc., a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to the Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the Registered Agent at 11033 N.W. 43 Lane, Miami, Florida 33178. Thank you for your courteous cooperation.

Sincerely yours,

JJR  
Juan J. Sagaro  
Vice President and Corporate Secretary

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosure: Original and one copy of Articles of Incorporation  
Original and one copy of Acceptance of Registered Agent  
Check for Filing Fee

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**ARTICLES OF INCORPORATION  
OF  
GLOBAL FUNERAL DISTRIBUTORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this Corporation shall be Global Funeral Distributors, Inc.

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address is 15526 SW 62 Terrace, Miami, FL 33193.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated Common Shares.

## **ARTICLE V**

### **Board of Directors**

The initial Board of Directors of this Corporation shall consist of two (2) directors, Juan J. Sagaro, who resides at 15526 SW 62 Terrace, Miami, FL 33193, and will hold the titles of Vice President and Corporate Secretary; and Ricardo Quiros, who resides at 4048 Pine Ridge Lane, Weston, FL 33331, and will hold the title of President.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 11033 N.W. 43 Lane, Miami, Florida 33178, and the name of its initial registered agent at such address is Michael R. Torres, C.P.A.

## **ARTICLE VII**

### **Incorporator**

The name and address of the person signing these Articles of Incorporation and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
<b>Juan J. Sagaro</b>	15526 SW 62 Terrace Miami, FL 33193

## **ARTICLE VIII**

### **Powers**

The Corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers of the corporation.

## **ARTICLE IX**

### **Duration**

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

## **ARTICLE X**

### **Dissolution**

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of debts of the corporation, be distributed to the shareholders on a pro rata basis. Each shareholder shall participate in the distribution in direct proportion to the number of shares held by him or her.

## **ARTICLE XI**

### **Preemptive Rights**

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, shall have the right to purchase his or her own pro rata share at the price it is offered to others.

## **ARTICLE XII**

### **Bylaws**


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

## **ARTICLE XIII**

### **Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned sole incorporator executed these Articles of Incorporation, this 27<sup>th</sup> day of November 2001.

  
\_\_\_\_\_  
Juan J. Sagaro  
Vice President and Corporate Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent of Global Funeral Distributors, Inc., at the place designated herein, 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.



Michael R. Torres, C.P.A.

Dated this 27<sup>th</sup> day of November 2001.

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