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IRA L. KAHN
ATTORNEY AT LAW
Eighteen Northeast Second Avenue
Dania Beach, Florida 33004

Telephone (954) 925-8222
Facsimile (954) 920-3347

ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

December 11, 2001

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

800004724859--7
-12/13/01--01052--003
*****70.00 *****70.00

RE: Grace Funeral Chapels, INC.

Gentlemen:

Enclosed is an original of the Articles of Incorporation for the above referenced corporations, along with a check for \$70.00 payable to the Florida Department of State.

Please send a confirmation incorporation of the above referenced corporations to:

Ira L. Kahn, Esq.
Eighteen Northeast Second Avenue
Dania Beach, FL 33004
(954) 925-8222

Thank you for your cooperation with this matter.

Sincerely,



Ira L. Kahn, Esq.

Enclosure

FILED
01 DEC 13 AM 7:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

GRACE FUNERAL CHAPELS, INC.

FILED
01 DEC 13 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of Florida.

ARTICLE I - NAME

The name of this corporation is:

GRACE FUNERAL CHAPELS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock. The par value of each share of stock is \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 9441 Harding Avenue, Surfside, Florida 33154.

ARTICLE VII - MANAGEMENT

The business of the corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII - SUBSCRIBER

The name and address of the initial subscriber to these Articles of Incorporation and the number of shares outstanding are:

<u>Name and Address</u>	<u>Shares</u>
Isaac Maizes, as Trustee of the ISAAC MAIZES TRUST 9441 Harding Avenue Surfside, Florida 33154	1000

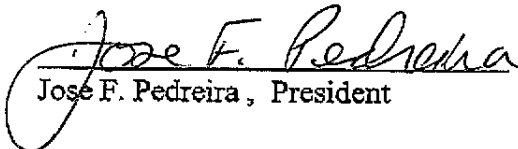
OFFICERS

The name and address of the officers of this corporation are as follows:

<u>Name and Address</u>	<u>Office</u>
Jose F. Pedreira 9441 Harding Avenue Surfside, Florida 33154	President, Vice President Secretary, Treasurer

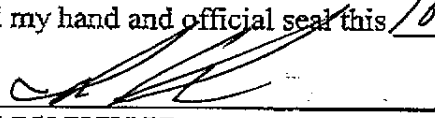
IN WITNESS WHEREOF, We, the subscribers, have executed these Articles of Incorporation this 10 day of December, 2001.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE


Jose F. Pedreira, President

BEFORE ME, the undersigned authority, personally appeared Jose F. Pedreira who is/are personally known to me ✓ or has produced _____ as identification, to be the individual described in and whom executed the foregoing Articles of Incorporation, and have acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 10 day of December, 2001.


NOTARY PUBLIC

My commission expires:

PRINTED NAME OF NOTARY PUBLIC

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--THAT GRACE FUNERAL CHAPELS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE
OF BUSINESS IN THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE F.
PEDREIRA, LOCATED AT 9441 HARDING AVENUE, SURFSIDE, STATE OF FLORIDA,
33154 AS ITS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

Jose F. Pedreira
Jose F. Pedreira (CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

12/7/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ORGANIZATION, 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.

SIGNATURE

Jose F. Pedreira
Jose F. Pedreira, Registered Agent
9441 Harding Avenue, Surfside, Florida

33154

DATE

12/7/01

FILED
01 DEC 13 AM 7:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA