

PD3000/25440

Brenda Das-Washington
Consultants
104 N. 4th Street, Suite 216
Fort Pierce, Florida 34950

(City/State/Zip/Phone #)

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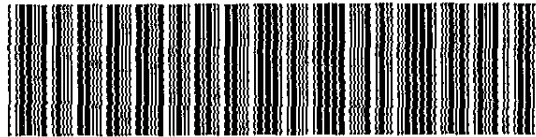
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ARTICLES OF INCORPORATION
OF
FREDERICKS FUNERAL HOME, INC.

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of this corporation is:
Fredericks Funeral Home Inc.,

ARTICLE II
Purpose

The general nature of the business and the objects and purposes proposed to be transacted and carried on by powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Conduct the primary business of:
Funeral Home

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including anything necessary to be used in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state government or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature and to sell, purchase and deal with merchandise of every kind or nature. To

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acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation; to pay for the same in cash, the stock of the corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or of any political or administrative subdivision or authority, or of any political or administrative subdivision or department thereof, and certificate or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and exercise all or any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by laws of the state of Florida.

And further, to do and perform and cause to be done or performed each, any all of the acts and things have enumerated, or otherwise granted or permitted by law, any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida, United States of America any rule and regulation promulgated there under.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock of One Dollar (\$1.00) par value. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV
Voting Rights

Except as otherwise provided by law, the entire voting power for the election of Directors and for all purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE V
Duration

This corporation is to have perpetual existence commencing on the date of filing these Articles of Incorporation.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which may already hold, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Office

The Registered Agent and street address of the initial registered office of this corporation is:
1122 Hemlock Circle, Fort Pierce, FL. 34947

ARTICLE VIII
Directors

The initial number of directors of this corporation shall be three (3). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are:

Name

Address

Marion Fredericks III-President-1122 Hemlock Circle, Fort Pierce, FL. 34947
Lerel Fredericks Sr.-VP-1122 Hemlock Circle, Fort Pierce, FL. 34947
Richard Haisley-Director-3015 Okeechobee Road, Fort Pierce, FL. 34947

ARTICLE IX

Subscribers

The name and addresses of the subscribers of these Articles of Incorporation are as Follows:

Marion Fredericks III
1122 Hemlock Circle,
Fort Pierce, FL. 34947

ARTICLE X

Indemnification

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders or Board of Directors.

The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statute of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT


The following is submitted in compliance with the laws of the State of Florida,
a corporation organizing under the laws of the State of Florida, with its principal office located at:
1122 Hemlock Circle, Fort Pierce, FL. 34947

has named Marion Fredericks III whose address is 1122 Hemlock Circle, Fort Pierce, FL. 34947
as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to
accept service of process at the above designated address) in some conspicuous place in the
office as required by law.



Registered Agent:



State of Florida
County of St. Lucie

The foregoing instrument was acknowledged by me this 2nd day of July,
2003 by: Marion Fredericks III who is/are personally known by me or who
has/have produced: Driver's License as identification and who did take an oath.

State of Florida
My Commission Expires: 3-19-2005



Rodane Koch
Commission # DD 010649
Expires March 19, 2005
Bonded Third
Atlantic Bonding Co., Inc.

(SEAL)
Notary Public

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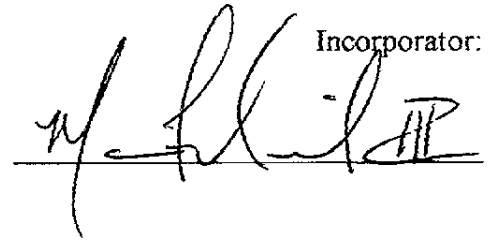
ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Marion Fredericks III-President-1122 Hemlock Circle, Fort Pierce, FL. 34947

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
2nd day of July, 2003

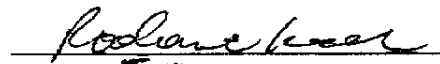

Incorporator:



State of Florida
County of St. Lucie

The foregoing instrument was acknowledged by me this 2nd day of July, 2003
by: Marion Fredericks III who is/are personally known by me or who has/have
produced: Drivers License as identification and who did not take an oath.

My Commission Expires: 3-19-2005

 (SEAL)
 Roolane Koch Notary Public
Commission # DD 010649 State of Florida
Expires March 19, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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