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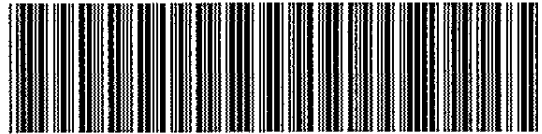
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11-24-03

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REPLY TO: Dade City

November 14, 2003

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

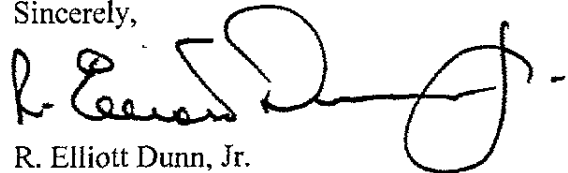
RE: Hodges Family Funeral Home and Cremation Center, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent regarding the above-referenced. I have also enclosed a check in the amount of \$78.75 representing the filing fee and cost of a certified copy.

Please return the certified copy to my attention at the Dade City office address listed above. Should you have any questions or need further information, please do not hesitate to contact my office.

Sincerely,



R. Elliott Dunn, Jr.
Attorney at Law

RED:csf
Encl. as indicated
cc: Michael R. Hodges

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**ARTICLES OF INCORPORATION
OF
HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is Hodges Family Funeral Home and Cremation Center, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles of Incorporation.

ARTICLE III

The principal place of business and the mailing address of the corporation is 5221 8th Street, Zephyrhills, Florida 34238.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000 shares, with a par value of ten cents (\$.10) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The name and address of the initial officers are as follows:

Carolyn Hodges	President
14046 5 th Street	
Dade City, Florida 33525	

Randy Bush	Secretary/Treasurer
14046 5 th Street	
Dade City, Florida 33525	

ARTICLE VI

The initial street address of the corporation's registered office is 14046 5th Street, Dade City, Florida. The initial registered agent for the corporation at that address is Carolyn Hodges.

ARTICLE VII

There shall be no less than one (1) director of the Corporation. The names and addresses of the initial Board of Directors are as follows:

Michael R. Hodges 14046 5 th Street Dade City, Florida 33525	Chairman of the Board/ Director
Carolyn Hodges 14046 5 th Street Dade City, Florida 33525	Director
Randy Bush 14046 5 th Street Dade City, Florida 33525	Director

ARTICLE VIII

The name and street address of the incorporator of these articles of incorporation is:

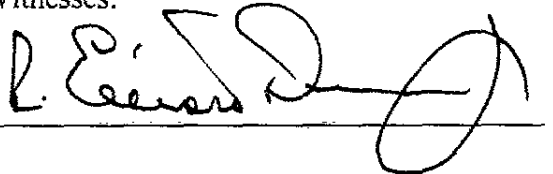
Name:	Address:
Michael R. Hodges	14046 5 th Street, Dade City, Florida 33525

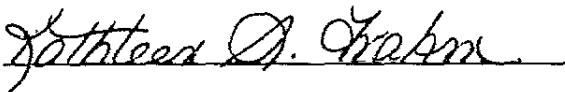
The undersigned has executed these articles of incorporation on this 14th day of November, 2003.



Michael R. Hodges

Witnesses:





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is **HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC.**

2. The name and address of the registered agent and office is:

Carolyn Hodges
14046 5th Street
Dade City, Florida 33525

3. Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 13 day of November, 2003.


CAROLYN HODGES