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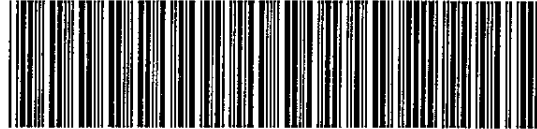
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PETER A. PEAK

ATTORNEY AT LAW

General Practice
Civil Litigation
Family Law

2002 Manatee Avenue West
Bradenton, Florida 34205
Telephone: (941) 742-6671
Facsimile: (941) 741-4906

February 23, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Heritage Memorial Cremation Center, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for **HERITAGE MEMORIAL CREMATION CENTER, INC.** to be submitted for filing along with my office account check in the amount of \$122.50 to cover the cost of said filing.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to my office at the address listed above.

Please advise if additional information is needed.

Sincerely,



Peter A. Peak

PAP:jh
Encl.

cc: Mr. Robert A. Malone

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as sole incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is **HERITAGE MEMORIAL CREMATION CENTER, INC.**

2. **DURATION**: The period of its duration is perpetual.

3. **PURPOSE**: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **STOCK**: The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.

5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:

5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:

Robert A. Malone
5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

Robert A. Malone

5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

Penny R. Malone

5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

Randall Fetters

5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

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TALLAHASSEE, FLORIDA

8. **INCORPORATOR:** The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Robert A. Malone

5899 Whitfield Avenue, Suite 200-A
Sarasota, Florida 34243

9. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of February, 2004.



ROBERT A. MALONE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



ROBERT A. MALONE, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared ROBERT A. MALONE, personally known to me or who has produced Florida Driver's License #: 11450-761-54-062-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 23 day of February, 2004.

MY COMMISSION EXPIRES:



JANET C. HOLLINS
MY COMMISSION # DD 170836
EXPIRES: January 22, 2007
Bonded Thru Budget Notary Services

Janet C. Hollins

Signed Name of Notary Public

JANET C. HOLLINS

Typed Name of Notary Public

Commission No.: _____