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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**SOUTHERN FUNERAL CARE AND CREMATION SERVICES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SOUTHERN FUNERAL CARE AND CREMATION SERVICES, INC.**

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this corporation shall be: **SOUTHERN FUNERAL CARE AND CREMATION SERVICES, INC.**

**ARTICLE II  
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 502 Emberwood Drive, Brandon, Florida 33511.

**ARTICLE III  
Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV  
Capital Stock**

This corporation is authorized to issue 1,000,000 shares of common stock, having a par value of \$0.01, which shall be designated as Common Stock.

**ARTICLE V  
Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 1700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be American Information Services, Inc. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE VI  
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is Joseph Rugg, 401 East Jackson Street, Suite 1700, Tampa, Florida 33602.

**ARTICLE VII  
Directors and Officers**

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always have at least one

director. The shareholders of this corporation may remove any director from office at any time with or without cause. Mark C. Vargo, Sr. (Address: 502 Emberwood Drive, Brandon, Florida 33511) and Kevin Talbert (Address: 709 Climate, Brandon, Florida 33510) shall each serve as the initial directors of this corporation, and each of whom shall serve in such capacity until the earlier of his death, incapacity, or the due election and qualification of his successor. Mark C. Vargo, Sr. and Kevin Talbert shall also each serve as a Co-President of this corporation, and each of whom shall serve in such office until the earlier of his death, incapacity or the due election and qualification of his successor.

**ARTICLE VIII**  
**By-Laws**

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

**ARTICLE IX**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 5<sup>th</sup> day of April, 2006.



\_\_\_\_\_  
**JOSEPH RUGG, Incorporator**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, AMERICAN INFORMATION SERVICES, INC., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 5<sup>th</sup> day of April, 2006.

**AMERICAN INFORMATION SERVICES, INC.**



By: \_\_\_\_\_  
**JOSEPH RUGG, Vice President**

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DIVISION OF CORPORATIONS  
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