



P94000041345

ACCOUNT NO. : 072100000032

REFERENCE : 199844 4324348

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
2001 JUN 27 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 26, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 199844-035

CUSTOMER NO: 4324348

CUSTOMER: Ms. Judith M. Marshall  
Service Corporation Intl.  
1929 Allen Parkway

500004447945--4

Houston, TX 770190548

ARTICLES OF MERGER

MARIANNA CHAPEL FUNERAL HOME,  
INC.

INTO

SCI GEORGIA FUNERAL SERVICES,  
INC.

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 27 PM 12:18  
NOT INITIALED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

EFFECTIVE DATE  
06-30-01

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

COULLETTE JUN 27 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARIANNA CHAPEL FUNERAL HOME, INC., a Florida corporation,  
P94000041345

INTO

**SCI GEORGIA FUNERAL SERVICES, INC.**, a Delaware entity not qualified in  
Florida.

File date: June 27, 2001, effective June 30, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

MARIANNA CHAPEL FUNERAL HOME, INC.  
(a Florida corporation)

AND

SCI GEORGIA FUNERAL SERVICES, INC.  
(a Delaware corporation)

FILED  
2001 JUN 27 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Marianna Chapel Funeral Home, Inc. with and into SCI Georgia Funeral Services, Inc. as approved by the Board of Directors of Marianna Chapel Funeral Home, Inc. on June 25, 2001, and adopted at a meeting by the Board of Directors of SCI Georgia Funeral Services, Inc. on June 25, 2001.

2. The merger of Marianna Chapel Funeral Home, Inc. with and into SCI Georgia Funeral Services, Inc. is permitted by the laws of the jurisdiction of organization of SCI Georgia Funeral Services, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of SCI Georgia Funeral Services, Inc. was June 25, 2001.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be June 30, 2001.

Executed on this 25th day of June, 2001.

EFFECTIVE DATE

06-30-01

Marianna Chapel Funeral Home, Inc.,  
a Florida corporation

SCI Georgia Funeral Services, Inc.,  
a Delaware corporation

By: Curtis G. Briggs  
Name: Curtis G. Briggs  
Capacity: Vice President

By: Curtis G. Briggs  
Name: Curtis G. Briggs  
Capacity: Vice President

## PLAN OF MERGER

1. SCI Georgia Funeral Services, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Marianna Chapel Funeral Home, Inc., which is a business corporation of the State of Florida, hereby merges Marianna Chapel Funeral Home, Inc. into SCI Georgia Funeral Services, Inc. pursuant to the provisions of Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law.
2. The separate existence of Marianna Chapel Funeral Home, Inc. shall cease at the time the merger takes effect pursuant to the Florida Business Corporation Act; and SCI Georgia Funeral Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.
3. The certificate of incorporation of SCI Georgia Funeral Services, Inc. are not amended in any respect by this Plan of Merger.
4. The issued shares of Marianna Chapel Funeral Home, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.
5. Each share of SCI Georgia Funeral Services, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding or treasury or unissued share of SCI Georgia Funeral Services, Inc. after the effective date of the merger.
6. No shares of SCI Georgia Funeral Services, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of SCI Georgia Funeral Services, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.