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To: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
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Subject: The Holmes Funeral Directors, Inc.

Enclosed please find the following:

- (1) The original articles of incorporation for The Holmes Funeral Directors, Inc., a for-profit corporation formed under the Florida Business Corporation Act.
- (2) A certificate of designation of registered agent signed by the registered agent.
- (3) A check in the amount of 122.50.
- (4) One copy of the articles of incorporation for certification.

FROM:

Claude L. Holmes, II
Claude Holmes
488 North 7th Street
Gaines City, Florida
(813) 421-4689

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ARTICLES OF INCORPORATION
OF
The Holmes Funeral Directors, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is The Holmes Funeral Directors, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The address of initial principal place of business of the Corporation is:

438 North 7th Street
Haines City, Florida 33844

ARTICLE THREE

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is two (2), all of which shall be common shares without par value.

ARTICLE FOUR

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of her appointment, which is delivered to the Department of State together with these articles of incorporation, the Corporation initial registered office is located at: 438 North 7th Street, Haines City, Florida 33844. The Corporation's initial registered agent at that office is Deliria Holmes.

ARTICLE FIVE

INCORPORATORS

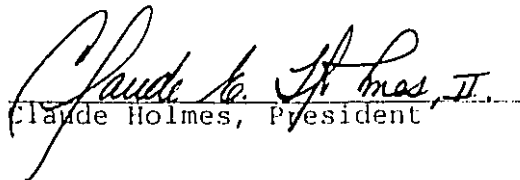
The names and street address of the incorporators are as follows:

Claude Holmes
438 North 7th Street
Haines City, Florida 33844

Deliria Holmes
438 North 7th Street
Haines City, Florida 33844

The undersigned have executed these Articles of Incorporation this 12th day of February, 1995.

Signed:


Claude Holmes, President


Deliria Holmes, Vice-President

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

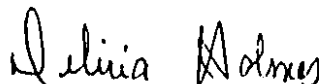
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is The Holmes Funeral Directors, Inc.

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

Deliria Holmes
438 North 7th Street
Haines City, Florida 33844

Signed:



Deliria Holmes
Vice-President
February 12, 1995

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.



DELIRIA HOLMES

DATE 02/15/95

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