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SMALLEY & COMPANY, P.A.

A PROFESSIONAL ASSOCIATION

7651 APRILWOOD COURT, ORLANDO, FLORIDA 32819

TELEPHONE (407) 361-1400

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FAX (407) 361-5599

May 15, 1995

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

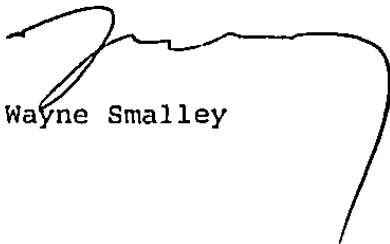
Re: Smallwood Casket Co., Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,



Wayne Smalley

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FILED
95 MAY 15 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA 65-16

ARTICLES OF INCORPORATION
OF
SMALLWOOD CASKET CO., INC.

FILED
95 MAY 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be Smallwood Casket Co., Inc.

ARTICLE II
PURPOSE

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

ARTICLE III
DURATION

This corporation shall commence business on the day of the acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of doing business and mailing address of this corporation shall be:

1429 Central Florida Pkwy., Suite 13, Orlando, FL 32837

ARTICLE V
SHARES

This corporation shall be authorized to have 7,500 shares of \$ 1.00 Par Value Common Stock outstanding at any one time.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

John A Smallwood, 1429 Central Florida Pkwy., Suite 13, Orlando, FL 32837

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, 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.



John A Smallwood
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially; however, that number may be changed from time to time by the By-Laws. The names and addresses of the initial directors are:

John A Smallwood, 1011 Maya Ave., Orlando, FL 32822

Dianne P Smallwood, 1011 Maya Ave., Orlando, FL 32822

ARTICLE VIII
INITIAL OFFICERS

The initial officers of this corporation are:

President: John A Smallwood
1011 Maya Ave.
Orlando, FL 32822

Secretary: Dianne P Smallwood
1011 Maya Ave.
Orlando, FL 32822

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

John A Smallwood, 1429 Central Florida Pkwy., Suite 13, Orlando, FL 32837

The undersigned incorporator has executed these Articles of Incorporation this 11th day of May, 1995.



John A Smallwood
Incorporator

P9500038825

TELEPHONE: (407) 363-1400

FAX: (407) 363-8800

October 25, 1996

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

Re: Smallwood Casket Co., Inc.

Gentlemen:

Enclosed are Articles of Amendment to the Articles of Incorporation for the above referenced corporation; and, we enclose a check in the amount of \$ 35.00 for the filing thereof.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,


Wayne Smalley

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FILED
9 OCT 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMALLWOOD CASKET CO., INC.

FIRST

Article I is hereby amended to read:

The name of this corporation is Smallwood Industries, Inc.

Article IV is amended to read:

The principal place of business of this corporation shall be:

1011 Maya Ave., Orlando, FL 32822

The mailing address of this corporation shall be:

Post Office Box 720772, Orlando, FL 32872-0772


SECOND

The date of the adoption of this Amendment is the 24th day of October, 1996.

THIRD

This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 24th day of October, 1996.


John A Smallwood,
Incorporator

FILED
96 OCT 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA