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ACCOUNT NO. : 0721000000032

REFERENCE : 612098 82572A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : 9 PPD

ORDER DATE : June 8, 1995

ORDER TIME : 10:59 AM

ORDER NO. : 612098

CUSTOMER NO: 82572A

CUSTOMER: Stephen C. Watson, Esq
HAHN MCCLURG WATSON GRIFFITH
& BUSH
101 S. Florida Avenue
Lakeland, FL 33801

DOMESTIC FILING

NAME: GUARDIAN VAULT, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CCC CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

Jun 8 1995 BSB

FILED
95 JUN -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 JUN -8 PM 2:20

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

GUARDIAN VAULT, INC.

ARTICLE I. NAME

The name of this corporation shall be GUARDIAN VAULT, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of building fiberglass burial vaults and the engaging and transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,500 par value shares of common capital stock.

Articles Of Incorporation Of GUARDIAN VAULT, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this

provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The names and addresses of each individual who shall serve as a member of the Initial Board Of Directors are:

JAMES H. SHIRKEY
3612 Ventura Dr. E.
Lakeland, FL 33811

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3612 Ventura Dr. E.

Lakeland, FL 33811.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: JAMES H. SHIRKEY.

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporator is:

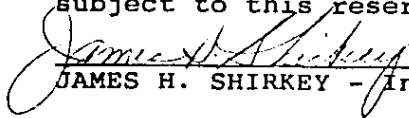
JAMES H. SHIRKEY

3612 Ventura Dr. E.

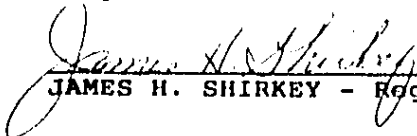
Lakeland, FL 33811

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


JAMES H. SHIRKEY - Incorporator

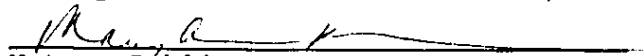
I hereby accept my designation as registered agent and agree to serve as the registered agent of GUARDIAN VAULT, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GUARDIAN VAULT, INC.


JAMES H. SHIRKEY - Registered Agent

State Of Florida

County Of Polk

On June 7th, 1995, JAMES H. SHIRKEY designated above as the individual who shall serve as the corporation's initial registered agent and one of the incorporators, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GUARDIAN VAULT, INC.


Notary Public

MARY ANN BURROW

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



MARY ANN BURROW
MY COMMISSION # CC394337 EXPIRES
November 12, 1998
BONDED THRU TRISTY FAIR INSURANCE, INC.

Articles Of Incorporation Of GUARDIAN VAULT, INC.