



P96000019290

ACCOUNT NO. : 072100000032

REFERENCE : 600523 79818A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 24, 2000

ORDER TIME : 12:58 PM

ORDER NO. : 600523-005

CUSTOMER NO: 79818A

CUSTOMER: Ms. Jolynn Jorczak
Tew Zinober Barnes Zimmet &
2655 McCormick Drive

Clearwater, FL 33759

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FILED
00 FEB 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GULFSTREAM DEVELOPMENT OF
PINELLAS, INC.

7000003146427--7
-02/24/00--01046--019
****113.75 ****113.75

INTO

EAST LAKE MEMORIAL GARDENS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christine L. [illegible]
EXAMINER'S INITIALS: *AR*

00 FEB 24 PM 2:23

RECEIVED

2/25/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFSTREAM DEVELOPMENT OF PINELLAS, INC., a Florida corp. L43997

INTO

EAST LAKE MEMORIAL GARDENS, INC., a Florida entity, P96000019290

File date: February 24, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER FOR
GULFSTREAM DEVELOPMENT OF PINELLAS, INC. (Disappearing Corporation)
and
EAST LAKE MEMORIAL GARDENS, INC. (Surviving Corporation)
AND
AMENDMENT TO THE ARTICLES OF INCORPORATION
of
EAST LAKE MEMORIAL GARDENS, INC..

FILED
00 FEB 24 PM 3:24
CLERK OF CIRCUIT COURT
PINELLAS COUNTY, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Gulfstream Development of Pinellas Inc. and East Lake Memorial Gardens, Inc. is attached hereto and incorporated herein by reference as Exhibit "A" and has been approved by a sufficient number of votes as follows:
 - (a) By Written Consent Action of John M. Mills, the Sole Director and Shareholder of Gulfstream Development of Pinellas, Inc., as required to approve this merger. on February 22, 2000
 - (b) By Written Consent Action of John M. Mills, the Sole Director and Shareholder of East Lake Memorial Gardens, Inc., as required to approve this merger. on February 22, 2000.
2. The surviving corporation shall be named East Lake Memorial Gardens, Inc., pursuant to the Plan of Merger attached hereto and incorporated herein by reference.
3. The following amendments to the Articles of Incorporation of East Lake Memorial Gardens, Inc., are hereby approved as follows:

Article III - Purpose is amended as follows:

The purpose of the Corporation shall be to serve as the surviving entity as the result of the merger of Gulfstream Development of Pinellas, Inc., and East Lake Memorial Gardens, Inc., as the surviving corporation, shall have all rights, powers, duties, obligations and powers previously granted and shall

continue to be organized to include the transaction of all business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended from time to time.

Article IV - Authorized Stock is amended as follows:

The number of shares of Common Stock that the corporation is authorized to issue shall increase to 10,000 shares of Common Stock, with a par value of \$1.00 per share.

4. Pursuant to Section 607.1106, Florida Statutes, these Articles of Merger shall, by operation of law and without further instrument of conveyance, automatically vest lawful title of all property, real and personal, wherever situated, heretofore owned by Gulfstream Development of Pinellas, Inc., into East Lake Memorial Gardens, Inc., as the surviving corporation.

Dated this 23rd day of February, 2000, at Pinellas County, Florida.

EAST LAKE MEMORIAL GARDENS, INC.

By: [Signature]
John M. Mills
Its: President and Sole Director

GULFSTREAM DEVELOPMENT OF
PINELLAS, INC.

By: [Signature]
John M. Mills
Its: President and Sole Director

PLAN OF MERGER

WHEREAS, the Board of Directors of Gulfstream Development of Pinellas, Inc., a Florida corporation, and East Lake Memorial Gardens, Inc., a Florida corporation, believe it is in the best interest of the two corporations to effect a Plan of Merger ("Plan"); and

WHEREAS, East Lake Memorial Gardens, Inc., by consent of the Sole Director and Shareholder, and as permitted under its Articles of Incorporation and By-laws, has agreed to serve as the Surviving Corporation as a result of the Plan; and

WHEREAS, Gulfstream Development of Pinellas, Inc., by consent of the Sole Director and Shareholder and as permitted under its Articles of Incorporation and By-laws has agreed to merge with East Lake Memorial Gardens, Inc., and become the Disappearing Corporation as a result of the Plan; and

WHEREAS, Section 607.1101, et seq., Florida Statutes, provides the authority for such merger;


NOW, THEREFORE, it is hereby resolved that the following Plan is hereby adopted by the Board of Directors of both the Surviving and Disappearing Corporations:

1. The effective date of this Merger ("Effective Date") shall be the date of filing of the Articles of Merger with the Florida Secretary of State. This Plan is attached to Articles of Merger as an exhibit, and upon execution of this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in the Articles of Merger.
2. The Articles of Incorporation of the Surviving Corporation, as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and shall be amended as provided by law to incorporate the following changes to the Surviving Corporation's Articles of Incorporation, to take effect on the Effective Date:
 - A. The number of shares of Common Stock that the corporation is authorized to issue shall increase to 10,000 shares of Common Stock, with a par value of \$1.00 per share.
 - B. The purpose of the Corporation shall be to serve as the surviving entity as the result of the merger of Gulfstream Development of Pinellas, Inc. and East Lake Memorial Gardens, Inc. East Lake Memorial Gardens, Inc., as the surviving corporation, shall have all rights, powers, duties, obligations and powers previously granted and shall continue to be organized to include the transaction of all business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended from time to time. This authorization shall include, without limitation, the implementation of that certain Business Plan for East Lake Memorial Gardens, Inc., approved by the Board


of Funeral and Cemetery Services, Department of Banking and Finance, State of Florida, pursuant to that certain Determination of Need and License for East Lake Memorial Gardens, Inc., to operate as a cemetery company, issued by the Department of Banking and Finance, State of Florida, as said plan may be amended by East Lake Memorial Gardens, Inc., from time to time.

3. On the Effective Date, one hundred percent (100%) of the authorized and issued shares of the Disappearing Corporation's Common Stocks, which are owned by John M. Mills, shall be converted into and exchanged for 5,100 shares of the Common Stock in the Surviving Corporation. The remaining 4,900 shares of Common Stock in the Surviving Corporation shall be held for issuance pursuant to the Business Plan, as amended from time to time.
4. All shares of the Disappearing Corporation, after having been converted and exchanged under the Plan for the shares of the Surviving Corporation's stock, shall be deemed to have been payment in full satisfaction of such 5,100 converted shares, issued to John M. Mills.
5. The Disappearing Corporation shall by operation of law be deemed to have transferred all of its assets, including, without limitation, any and all real property owned by the Disappearing Corporation, to the Surviving Corporation, and the Surviving Corporation shall assume any and all liabilities and debts of the Disappearing Corporation, including, without limitation, any mortgages or other loans. No further instrument of conveyance shall be required to vest such title in the Surviving Corporation.
6. John M. Mills, the Sole Director and Shareholder of both the Disappearing Corporation and the Surviving Corporation necessary for the approval and adoption of the Plan of Merger, shall consent by his signature below.
7. On the Effective Date of this Plan, the separate existence of the Disappearing Corporation will cease. The Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to the restrictions, liabilities, disabilities and duties, all as more particularly set forth in Chapter 607, Florida Statutes.

Gulfstream Development of Pinellas, Inc.

By: 
John M. Mills
Its Sole Director and Shareholder

East Lake Memorial Gardens, Inc.

By: 
John M. Mills
Its Sole Director and Shareholder