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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 29 1996

Subject: Brinson's Funeral Home, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

Albert Brinson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Address
DATE 4/29/96
DOC. EXAM. gf

From: Albert C. Brinson, III
726 S. Tampa Avenue
Orlando, Florida 32805
(407) 425-7561

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 24 PM 2:10

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DIVISION OF CORPORATIONS

96 APR 24 PM 2:10

ARTICLES OF INCORPORATION
OF

Brinson's Funeral Home, Inc.

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

ARTICLE I - NAME

The name of the corporation is:

Brinson's Funeral Home, Inc.
726 SOUTH TAMPA AVENUE
ORLANDO, FLORIDA 32805

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The primary business of this Corporation shall be Funeral Services and related businesses.

This Corporation is organized for the purpose of transacting any or all lawful business or any other activity permitted under the law of the State of Florida and the United States of America.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 10,000 shares of Common Stock with a par value of \$100.00 per share.

Stated Capital. The sum of the value of all shares of Common Stock of the Corporation at any particular time.

Dividends. The holder of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

No Class of Stock. The shares of the Corporation are not to be divided into classes.

No Share in Series. The Corporation is not authorized to issue shares in series.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is, 325 W. Colonial Drive, Orlando, Florida 32804, and the name of the initial registered agent at such address is Norris D. Woolfork, III.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of one (1) member, who need not be residents of the State of Florida or a shareholder of the Corporation, the number of directors may be changed from time to time by a majority vote of the shareholders.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

Albert C. Brinson, III
726 S. Tampa Avenue
Orlando, FL 38205

ARTICLE VII - INCORPORATOR

The name and address of the initial incorporator is as follows:

Albert C. Brinson, III
726 S. Tampa Ave.
Orlando, FL 32805.

ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services from time to time in addition to that stock authorized to be issued by the corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of Common stock held by the holder of all shares of common stock currently authorized and issued.

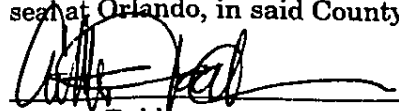
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orlando, Florida on this 23rd day of April, 1996.



STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared Albert C. Brinson, III, who is to me well known to the person described in and who subscribed the above Articles of Incorporation, and he did voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, in said County and State, this 23rd day of April 1996.


Notary Public

My commission Expires:



ARTHUR JACKSON
My Commission CC519545
Expires Dec. 18, 1999

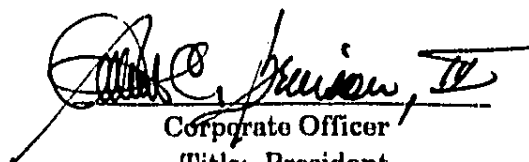
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 24 PM 2:10

Pursuant of the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is :
Brinson's Funeral Home, Inc.
2. The name and address of the registered agent and office is :
Norris D. Woolfork, III
325 W. Colonial Drive
Orlando, Florida 32804

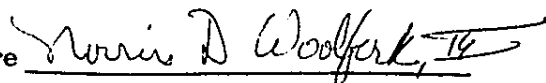

Corporate Officer

Title: President

Date: April 23, 1996

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.

Signature



Date

April 23, 1996