

1201 HAYS STREET
TAMU
77007
1-222-71
01-222-71
P96000045095



networks

PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000000000000000
DIVISION OF CORPORATION

REFERENCE : 965705 -4324348

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 1996

ORDER TIME : 3:21 PM

ORDER NO. : 965705

CUSTOMER NO: 4324348

CUSTOMER: Barbara Widra, Legal Asst
SERVICE CORPORATION INT'L
LEGAL DEPARTMENT
1929 Allen Parkway
10th Floor
Houston, TX 770190548

200001841412

DOMESTIC FILING

NAME: SM CEMETERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 28 PM 3:01

cf
5/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 28 PM 3:01

ARTICLES OF INCORPORATION
OF
SM CEMETERY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SM CEMETERY, INC.

The address of the principal office of this corporation shall be 1929 Allen Parkway, Houston, Texas 77019 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Dennis B. Alexander Dir.	1929 Allen Parkway Houston, Texas 77019
Wesley T. McRae Dir.	Same
Jeffrey A. Spillane Dir.	Same

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 28 PM 3:01

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 24, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

OREGON
State Fee: \$10

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Prentice-Hall Corporation System, Inc., a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

The Prentice-Hall Corporation System, Inc.

By: Judith S. Blancett
Its Agent, Judith S. Blancett

DLV/meb

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0193 FAX

800-342-8086



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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 965705 4324348

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 35.00

ORDER DATE : May 24, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 965705

CUSTOMER NO: 4324348

CUSTOMER: Barbara Widra, Legal Asst
Service Corporation Int'l
1929 Allen Parkway
10th Floor
Houston, TX 770190548

000001848070

DOMESTIC AMENDMENT FILING

NAME: SM CEMETERY, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 MAY 29 PM 3:46
RECEIVED
96 MAY 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

5/29
John
Harne
Crang

FILED
96 MAY 29 PM 3:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
SM CEMETERY, INC. shall be amended to read as
follows:

ARTICLE I. NAME

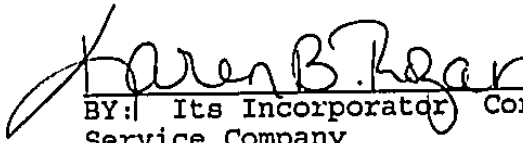
The name of the corporation shall be:

FM CEMETERY, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 29th day
of May, 1996.


BY: Its Incorporator Corporation
Service Company
Its Agent, Karen B. Rozar

VLP