

7/30/ 3

FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

409 EAST BETH HURST

TALLAHASSEE, FL 32399

FAX (904) 922-4000

CONTACT: ANNE MARIE LA FERLA

PHONE: (954) 527-6221

FAX: (954) 764-4996

((H96000010502))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AGFH ACQUISITION, INC.

FAX AUDIT NUMBER: H96000010502

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/30/1996

TIME REQUESTED: 10:44:12

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077000521

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96 JUL 30 PM 3:35
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TALLAHASSEE, FLORIDA

7/30

DIVISION OF CORPORATIONS

66 JUL 30 AM 11:38

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**ARTICLES OF INCORPORATION
OF
AGFH ACQUISITION, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

AGFH Acquisition, Inc.

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95 JUL 30 PM 3:36
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TALLAHASSEE, FLORIDA

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is 6851 S.W. 40th Street, Miami, Florida 33155 and the mailing address of this Corporation is 3190 Tremont Avenue, Philadelphia, PA. 19053.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, 15th Floor, Ft. Lauderdale, Florida 33301 and the initial registered agent of this Corporation at that address shall be David K. Blattner.

W96000010502

Prepared by:

David K. Blattner, Esq., FL Bar #0767387
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

M96000010502

**ARTICLE V
INCORPORATOR**

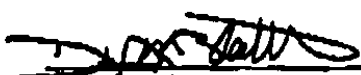
The name and street address of the person signing these Articles of Incorporation is:

David K. Blattner
200 East Broward Boulevard, 15th Floor
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 30th day of July, 1996.


David K. Blattner, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


David K. Blattner, Registered Agent

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96 JUL 30 PM 3:36
SECRETARY OF
TALLAHASSEE
STATE
FLORIDA

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Prepared by:

David K. Blattner, Esq., FL Bar #0767387
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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IN 3

8/13/96

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FT LAUDERDALE FL 33302-

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: ANNE MARIE LA PERLA

PHONE: (954) 527-6221

FAX: (954) 764-4996

((H96000011252)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: AGFH ACQUISITION, INC.

FAX AUDIT NUMBER: H96000011252

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/13/1996

TIME REQUESTED: 13:42:44

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CERTIFICATE OF STATUS: 0

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AGFH ACQUISITION, INC.

The following provision of the Articles of Incorporation of AGFH Acquisition, Inc., a Florida corporation ("Corporation"), filed with the Department of State on July 30, 1996, Charter Number P96000063759, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Abreu Gonzalez Funeral Homes, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and all the Directors of this Corporation, as of August 9, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of August 13, 1996.

By: 
Sonny Levitt, President

FILED
96 AUG 13 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E96000011252
FTL145772.1

Prepared by:

David K. Blattner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

P960000063759

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11:50 AM

9/18/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000013042 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ABREU GONZALEZ FUNERAL HOMES, INC.

AUDIT NUMBER.....H96000013042

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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DIVISION OF CORPORATIONS

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Florida Department of State, Sandra B. Morham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1) The name of the Corporation is: **ABREU GONZALEZ FUNERAL HOMES, INC.**a) Principal address is: **6851 S.W. 40th Street
Miami, Florida 33188**b) Mailing address is: **3190 Tremont Avenue
Philadelphia, Pennsylvania 19053**b) Date of Incorporation: **July 30, 1996**
Document Number: **896000063799**

2) The address of its present registered agent is:

**200 East Broward Boulevard, 18th Floor
Ft. Lauderdale, Florida 33301**

3) The address to which its registered agent is to be changed is:

**1200 South Pine Island Road
Plantation, Florida 33324**4) The name of its present registered agent is: **DAVID K. BLATTNER**5) The name of its successor registered agent is: **CT CORPORATION**

The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors.

Dated August 13, 1996.

ABREU GONZALEZ FUNERAL HOMES, INC.,
a Florida corporationBy: 
Sonny Levin, PresidentDATE Aug 13, 1996

896000013042

Prepared by: **David K. Blattner, Esq., FL Bar #0767387**
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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56 SEP 18 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E96000013042

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ABREU GONZALEZ FUNERAL HOMES, INC., A FLORIDA CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

CT CORPORATION

By:

Barbara A. Burke

BARBARA A. BURKE

Title:

OFFICIAL ASSISTANT SECRETARY

DATE

9-16-96

Filing Fee: \$35.00

DIVISION OF CORPORATIONS P.O. BOX 6327 - TALLAHASSEE, FL 32314

Prepared by:

David K. Blatner, Esq., FL Bar #0767387
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

E96000010342