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August 22, 1996

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Ms. Beth Register  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Filing of Several New Corporations

Dear Beth:

Enclosed please find the original and copies of the Articles of Incorporation referencing the five (5) new entities mentioned below.

- 1). MCCORMICK CARPET, UPHOLSTERY AND GENERAL CLEANING, INC.
- 2). DIMAR II - MOBIL CAR WASH AND FLEET MAINTENANCE, INC.
- 3). DIMAR LUXURY LAWN, INC.
- 4). R. J. DERR FUNERAL CHAPEL, INC.
- 5). UNIQUE DESIGNS LANDSCAPING, INC.

Additionally, our check to cover the cost associated with filing the articles and a certificate of incorporation on each respectively.

As the preparer, please forward all inquiries as well as the final document to my attention. I will in turn forward it onto my clients.

Thank you for your kind attention to this matter.

Sincerely,

WANDA D. CASEY  
Certified Legal Assistant

Enclosures  
WDC/HLD

FILED  
96 AUG 26 PM 1:49  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

B. REGISTER AUG 26 1996

ARTICLES OF INCORPORATION  
OF  
R. J. DERR FUNERAL CHAPEL, INC.

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TALLAHASSEE FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: R. J. DERR FUNERAL CHAPEL, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purpose for which this is organized shall be to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act to be transacted, promoted or carried on are:

To engage in the provision of burial and funeral arrangements and services with: ownership, management, marketing, and promotion of a company offering retail goods and services, including but not limited to the sale of any and all retail goods and servicesthereto:

To purchase, receive by way of gift, subscribe for, invest in, and all other ways acquire, invest lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, operate, excercise, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof:

#### ARTICLE SIX - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors is three (3), and the name and address of the person who is to serve as the initial directors and officers are:

<u>Position</u>	<u>Name</u>	<u>Address</u>
PRESIDENT	RONALD J. DERR	7006 North Nebraska Avenue Tampa, Florida 33604
V. PRESIDENT	RONALD J. DERR	7006 North Nebraska Avenue Tampa, Florida 33604
SECRETARY	RONNEKER DERR	3904 East Osborne Tampa, Florida 33610
REC., SECRETARY	TALANYA GAINER	3904 East Osborne Tampa, Florida 33610
TREASURER	KATHY McCAULEY	7006 North Nebraska Avenue Tampa, Florida 33604

#### ARTICLE SEVEN - INCORPORATOR

The name and address of the incorporator is:

	<u>Name</u>	<u>Address</u>
PRESIDENT	RONALD J. DERR	7006 North Nebraska Avenue Tampa, Florida 33604

#### ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

#### ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December 31st.

#### ARTICLE TEN - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others:

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations;

To let concessions to other to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof:

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision or any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### **ARTICLE FOUR - CAPITALIZATION**

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one hundred dollar (\$100.00) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any share of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of leases thereof, and in the absence of actual fraud in the transaction, the judgement of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

#### **ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the corporation's registered office is 7006 North Nebraska Avenue, Tampa, Florida 33604, and the name of the corporation's registered agent at such address is Ronald J. Derr.

#### ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

#### ARTICLE TWELVE - NON-ASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

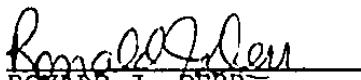
#### ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

#### ARTICLE FOURTEEN-AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS HEREOF, I HAVE EXECUTED THESE Articles of Incorporation in duplicate on August 2, 1996.

  
RONALD J. DERR

STATE OF FLORIDA       )  
COUNTY OF HILLSBOROUGH )

The foregoing Articles of Incorporation was acknowledged this 2nd day of August 1996, in the state and county set forth above by Ronald J. Derr, president of R.J. Derr Funeral Chapel, Inc., a Florida Corporation, on behalf of the corporation. He is not personally known to me, and did produce identification and did take an oath.

SWORN TO AND SUBSCRIBED  
before me this 2nd day  
of August, 1996

*Wanda Delite Casey*  
WANDA DELITE CASEY  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION: CC318737  
MY COMMISSION EXPIRES: 9/27/97

I hereby affix my signature below as Incorporator of  
R. J. Derr Funeral Chapel, Inc.

*Ronald J. Derr*  
RONALD J. DERR



WANDA DELITE CASEY  
My Commission CC318737  
Expires Sep. 27, 1997  
Bonded by MAI  
800-425-1998

#### CERTIFICATE

That R. J. Derr Funeral Chapel, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 7006 North Nebraska Avenue, Tampa, Florida 33604, City of Tampa, County of Hillsborough, State of Florida, has named Ronald J. Derr, located at 7006 North Nebraska Avenue, Tampa, Florida 33604, as its registered agent to accept service of process within this State.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

*Ronald J. Derr*  
RONALD J. DERR

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

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SECRET  
TALLAHASSEE, FLORIDA

PURSUANT TO 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: R.J. DERR FUNERAL CHAPEL, INC.
2. The name and address of the registered agent and office is:

Ronald J. Derr  
7006 North Nebraska Avenue  
Tampa, Florida 33604  
(813) 231-3054

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.

Ronald J. Derr  
RONALD J. DERR

August 2, 1990  
- (Date)