

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 OCT -8 AM 9:48
 DIVISION OF CORPORATION

RE:

D.F.H. Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME 10/8 12:00 CK No. _____

BY AB

WALK-IN Will Pick Up 10/8 12:00

ARTICLES OF INCORPORATION
OF
D. F. H., INC.

FILED
95 OCT -8 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I -- NAME AND ADDRESS

The name and address of the corporation shall be:

D. F. H., Inc.
2605 Bayview Street
Sebring, Florida 33870

Mailing Address
P. O. Box 22
Sebring, Florida 33871-0022

ARTICLE II -- CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III -- PURPOSE OF CORPORATION

The general purposes for which the corporation is organized are:

1. To engage in funeral service business.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV -- CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a \$1.00 par value.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2605 Bayview Street, Sebring, Florida, 33870, and the name of its initial registered agent at such address is Tyrone Dowden.

ARTICLE VI -- DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Tyrone Dowden	2605 Bayview Street, Sebring, Fla. 33870

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator is TYRONE DOWDEN, 2605 Bayview Street, Florida 33870.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 1996.

Tyrone Dowden
TYRONE DOWDEN

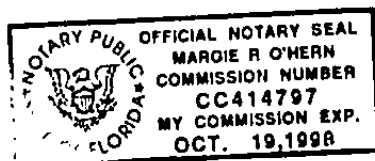
STATE OF FLORIDA

COUNTY OF HIGHLANDS

On this 19th day of September, 1996, before me, a Notary Public in and for said county and state, appeared TYRONE DOWDEN, who is personally known to me, and acknowledged to me that he executed the foregoing document of his own free will and that the statements therein contained are true to his own knowledge and belief.

Margie R. O'Hern
NOTARY PUBLIC

(NOTARIAL SEAL AND COMMISSION)



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

96 OCT -8 AM 10:28
FILED
SECRETARY OF STATE
TALLAHASSEE FL 32304

Pursuant to the provision of Sections 607.0501, or 617.0501, 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:

D. F. H., INC.

2. The name and address of the registered agent and office is:

Tyrone Dowden
2605 Bayview Street
Sebring, Florida 33870

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 OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

Signature: Tyrone Dowden

Date: 9-19-96