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Fountain-Chandler Funeral Home, Inc.
125 Park Avenue
Lake Placid, FL 33852

October 16, 1996

400001982514--6

-10/22/96--01053--004

*****70.00 *****70.00

Secretary of State
Division of Corporations
Tallahassee, FL 32314

Re: Fountain-Chandler Funeral Home, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00, representing the cost of the Filing Fee and Fee for Registered Agent Designation for the above named corporation.

Please note, these Articles of Incorporation represent a change in type of organization for a presently existing business entity. The current entity is a general partnership entitled Fountain-Chandler Funeral Home, Partnership, and is registered with the Secretary of State, Division of Corporations, under this fictitious name.

Sincerely,

Willis S. Chandler

Willis S. Chandler, Registered Agent
Fountain-Chandler Funeral Home, Inc.

95 OCT 21 PM 12:40
FUND
DIVISION OF STATE
CORPORATIONS

af 10/23/96

EFFECTIVE DATE

10/16/96

FILED
STATE
RECORDS
95 OCT 21 11:12:43

ARTICLES OF INCORPORATION
OF

FOUNTAIN-CHANDLER FUNERAL HOME, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is FOUNTAIN-CHANDLER FUNERAL HOME, INC.

ARTICLE II - DURATION

This Corporation shall exist in perpetuity, commencing five (5) business days prior to the time of filing these Articles with the Department of State, unless dissolved according to Florida Law.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of capital stock, which shall be designated "Common Stock". All common shares shall be identical with each other in every respect, and the holders thereof shall be entitled to one (1) vote for each share upon matters on which shareholders have a right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The address, and mailing address, of the principal office of the Corporation is 125 Park Avenue, Lake Placid, Florida, 33852.

ARTICLE V - BOARD OF DIRECTORS

Since this Corporation will have fewer than thirty five (35) shareholders, a Board of Directors shall not be required and the shareholders shall perform all of the duties of a Board of Directors as set forth in Florida Statute 607.

ARTICLE VI - INITIAL REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is Willis S. Chandler, 125 Park Avenue, Lake PLacid, Florida, 33852.

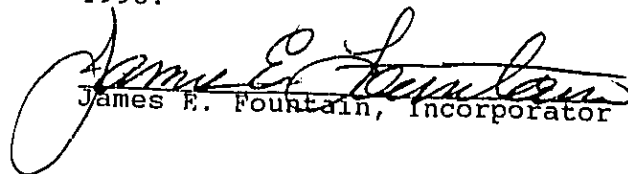
ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

James E. Fountain
507 US Highway 27 North
Avon Park, Florida 33825

Willis S. Chandler
125 Park Avenue
Lake Placid, Florida 33852

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 16th day of October,
1996.


James E. Fountain, Incorporator


Willis S. Chandler, Incorporator

STATE OF FLORIDA)
)
COUNTY OF HIGHLANDS) SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County set forth above to take acknowledgments, personally appeared James E. Fountain, and Willis S. Chandler, to me personally known and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16th day of October, 1996.


Notary Public, State of Florida
at Large. My Commission Expires:



MARGARET E DOANE
My Commission CC325990
Expires Oct. 25, 1997
Bonded by ANB
800-852-5878

FILED
STATE
95 OCT 21 11:12:10

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
FOUNTAIN-CHANDLER FUNERAL HOME, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above Corporation, desiring to organize under the laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation at 125 Park Avenue,
Lake Placid, Florida 33852, has named WILLIS S. CHANDLER,
located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated Corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida law in keeping open
said office.

Willis S. Chandler
Registered Agent