

P970000/2190



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 250871 4133D

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piga*

ORDER DATE : February 6, 1997

ORDER TIME : 10:32 AM

800002080438--3

ORDER NO. : 250871-005

CUSTOMER NO: 4133D

CUSTOMER: Ms. Lori Weiss  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Suite 1900  
200 East Broward Boulevard  
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: FOREST LAWN HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*KL*  
*2-6-97*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB -6 PM 1:51

FILED

DIVISION OF CORPORATION

97 FEB -6 AM 11:36

RECEIVED

ARTICLES OF INCORPORATION  
OF  
FOREST LAWN HOLDINGS, INC.

FILED  
97 FEB -6 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is FOREST LAWN HOLDINGS, INC.. The address of the principal office and the mailing address of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 200 East Broward Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Peter L. Desiderio, Esq.	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of 2 persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The initial directors of the corporation shall be selected by the incorporator at an organizational meeting to be held.

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Peter L. Desiderio, Esq.	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 5th day of February, 1997.

P. L. Desiderio  
Peter L. Desiderio, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent  
contained in the foregoing Articles of Incorporation and state that  
I am familiar with and accept the obligations of Section 607.0501  
of the Florida Statutes.

P. L. Desiderio  
Peter L. Desiderio, Registered  
Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA