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February 5, 1998

E-Mail Address: TZBZU@aol.com

Of Counsel:

STEPHANIE A. VAUGHAN

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
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-02/12/98--01025--006
*****35.00 *****35.00

Re: Memory Gardens, Inc. #P97000014848

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Amendment to Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$35.00 for the filing fees.

Please process this at your earliest opportunity and return the file-stamped copy of the Amendment to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Joel R. Tew

JRT/lbs

Enclosures

APPROVED
AND
FILED
8 FEB 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
206
P97000014848
2-12-98

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
MEMORY GARDENS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed February 5, 1997, #P97000014848.

FIRST: The name of the corporation is: Memory Gardens, Inc.

SECOND: Article XI, entitled Pre-Emptive rights, contained in the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE XI
Pre-Emptive Rights**

The Corporation elects to have pre-emptive rights pursuant to Section 607.0630, Florida Statutes, provided, that such pre-emptive rights are hereby created pursuant to, and are limited by the terms of that certain Shareholders' Agreement, dated August 1, 1997, on file with the corporation.

THIRD: The amendment was adopted by the Board of Directors on the 4th day of February, 1998.

FOURTH: The amendment was approved by a majority of the shareholders of the corporation on the 4th day of February, 1998, which vote was sufficient for approval of the amendment.

MEMORY GARDENS, INC

By: 

R.A. Buening, President

By: 

Don R. Frankenberg, Secretary

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

98 FEB 12 PM 1:10

APPROVED
AND
FILED