CORPORATE ACCESS, 1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303 INC. P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666 , 1 (CORPORATE NAME & DOCUMENT #) 6.) (CORPORATE NAME & DOCUMENT #) (CORPORATE NAME & DOCUMENT #) (CORPORATE NAME & DOCUMENT #) (CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS_



ARTICLES OF INCORPORATION

THAR 13 PH 1:00

OF

HIERS-BAXLEY FUNERAL SERVICE GROUP, INC.

Article I - Name

The name of this Corporation is HIERS-BAXLEY FUNERAL SERVICE GROUP, INC.

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2100 S.E. 17th Street, Suite 300, Ocala, Florida, 34471.

Article III - Capital Stock

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Article IV - Initial Registered Agent and Address

The street address of the initial registered agent is JOHN P. MCKEEVER, 2100 SE 17th Street, Suite 300, Ocala, Florida, 34471.

Article V - Incorporators

The name and street address of the Incorporator to these Articles of Incorporation is:

JOHN P. McKEEVER Post Office Box 1450 2100 SE 17th Street, Suite 300 Ocala, Florida 34478

The undersigned Incorporator has executed these Articles of Incorporation the $/2\frac{4}{2}$ day of March, 1997.

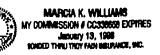
John P. MoKeever

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN P. McKEEVER known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2th day of March, 1997. Marcia K. Williams NOTARY PUBLIC



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 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: HIERS-BAXLEY FUNERAL SERVICE GROUP, INC.
- 2. The name and address of the registered agent and office is:

JOHN P. McKEEVER 2100 SE 17th Street, Suite 300 Ocala, Florida 34471

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

John P. McKeever

DATE: March 12, 1997

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