

997000026749

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 \$ _____

FILED
97 MAR 25 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 25 1997

TX!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 3/25/97

RE: Williams & Son
Funeral Home, Inc.

| | C.O. FEE. | DISBURSED |
|---|-----------------------|-----------|
| <input checked="" type="checkbox"/> Capital Express SM | | |
| <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"/> CUS- | | |
| <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 | | |
| 500002123755--2 | | |
| <input type="checkbox"/> Corporate Kit | -03/25/97--01057--033 | |
| <input type="checkbox"/> Vehicle Search | ***70.00 | ***70.00 |
| <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

ARTICLES OF INCORPORATION

OF

WILLIAMS & SON FUNERAL HOME, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: WILLIAMS & SON FUNERAL HOME, INC.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of operating of funeral home and providing burial services, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Stock."

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The address of the Corporation's initial registered office and mailing address is 6560 Starkes Road, Seffner, FL 33584. The address of the Corporation's principal office is 4711 N. 22nd Street, Tampa, Florida 33610. The name of the initial registered agent of the Corporation located at its registered office is Armster Williams, Jr.

ARTICLE SEVEN

This corporation shall have One director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Armster Williams, Jr.

6560 Starkes Road
Seffner, FL 33584

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the

corporation's existence, or until their successor is elected and has qualified are:

NAME and OFFICE

STREET ADDRESS

Armster Williams, Jr./President

6560 Starkes Road
Seffner, FL 33584

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation is ARMSTER WILLIAMS, JR., 6560 Starkes Road, Seffner, FL 33584.

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation on the 24th day of March, 1997.

Armster Williams Jr.
ARMSTER WILLIAMS, JR., Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO
AND SUBSCRIBED before me this 24th day of March, 1997,
by ARMSTER WILLIAMS, JR., who is personally known to me, or
produced Driver's license as identification.

Rollin C. Bixler
Notary Public
Print Name: Rollin C. Bixler

My Commission Expires:



ROLLIN C BIXLER
My Commission CC535060
Expires Feb. 25, 2000

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT
OF**

WILLIAMS & SON FUNERAL HOME, INC.

Pursuant to Section 607.325, of the General Corporation Act,
the above-named Corporation, desiring to organize under the laws
of the State of Florida, with its registered office at 6560
Starkes Road, Seffner, FL 33584, has named ARMSTER WILLIAMS, JR.,
at such address, as its agent to accept service of process within
the state of Florida.

DATED THIS 24th day of March, 1997.

Armster Williams Jr.
ARMSTER WILLIAMS, JR., Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of
process for the above-named Corporation at the place designated in
this Certificate, I hereby accept the appointment to act as
registered agent and agree to comply with the provisions of the
above-referenced act.

DATED THIS 24th day of March, 1997.

Armster Williams Jr.
ARMSTER WILLIAMS, JR.
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA