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ACCOUNT NO. : 072100000032

REFERENCE : 394545 10847A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : May 16, 1997

ORDER TIME : 2:56 PM

ORDER NO. : 394545-005

CUSTOMER NO: 10847A

600002182116--4

CUSTOMER: Douglas Wyckoff, Esq
DOUGLAS M. WYCKOFF, P.A.

Suite 106
30 West Oaks Street
Arcadia, FL 34266

DOMESTIC FILING

NAME: BEST MORTUARY SERVICES, 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: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
JULY 15 PM 4:08
CSC CORPORATION
TALLAHASSEE, FLORIDA
5/16/97 2:56 PM
10847A

646 MAY 19 1997

ARTICLES OF INCORPORATION
OF
BEST MORTUARY SERVICES, INC.

FILED
JAN 16 AM 10:20
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEST MORTUARY SERVICES, INC.

The address of the principal office of this corporation shall be 5053 Janus Avenue, Northport, Florida 34286, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Andrew J. Hawkinson Dir.	5053 Janus Avenue Northport, Florida 34286
Donald M. Comer Dir.	6035 Merrill Street Northport, Florida 34287
Ellen R. Hawkinson Dir.	5053 Janus Avenue Northport, Florida 34286

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Andrew J. Hawkinson Pres.	5053 Janus Avenue Northport, Florida 34286
Donald M. Comer V.Pres. Of Operations	6035 Merrill Street Northport, Florida 34287
Ellen R. Hawkinson Sec./Treas.	5053 Janus Avenue Northport, Florida 34286

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 16, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

ACG/wce

TALLAHASSEE, FLORIDA

9/15/97 15:41:20