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LEGAL ASSISTANTS

May 15, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/19/97--01163--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Gilliam, Brown & Shannon, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$122.50 to cover the filing fee (\$35.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
James F. McCollum

JFM/kjb  
enclosure(s)

cc: Client

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -3 AM 9:27

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Joe  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 22, 1997

JAMES F. MCCOLLUM  
MCCOLLUM, OBERHAUSEN & TUCK, L.L.P.  
129 S. COMMERCE AVENUE  
SEBRING, FL 33870-3698

SUBJECT: GILLIAM, BROWN & SHANNON, INC.  
Ref. Number: W97000011623

We have received your document for GILLIAM, BROWN & SHANNON, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 097A00027938

**ARTICLES OF INCORPORATION**

**OF**

**GILLIAM, BROWN & SHANNON FUNERAL HOME, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**Article 1. NAME.** The name of the corporation is: GILLIAM, BROWN & SHANNON FUNERAL HOME, INC.

**Article 2. DURATION.** The duration of the corporation is perpetual.

**Article 3. PURPOSE.** The purpose for which the corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**Article 4. CAPITAL STOCK.** The aggregate number of shares which the corporation is authorized to issue is 8,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**Article 5. INITIAL REGISTERED OFFICE AND AGENT.** The principal address as well as the street address of the initial Registered Office of the corporation is 129 South Commerce Avenue, Sebring, Florida, 33870, and the name of its initial Registered Agent at that address is James F. McCollum.

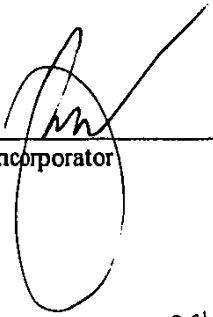
**Article 6. INITIAL BOARD OF DIRECTORS.** The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

NAME OF DIRECTOR	ADDRESS
R.L. Gilliam	662 Lemon Street Sebring, FL 33870
Thomas J. Brown	1407 Selph Avenue Sebring, FL 33870
Robert Shannon	1406 Lucas Drive Sebring, FL 33870
Thedoley Knight	1315 Garwood Avenue Sebring, FL 33870

Article 7. **INCORPORATORS.** The name and address of the Incorporator is James F. McCollum, 129 South Commerce Avenue, Sebring, Florida, 33870.

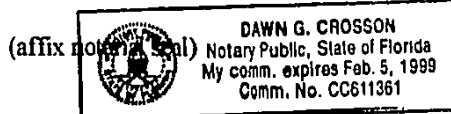
Article 8. **AMENDMENT.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. **ACCEPTANCE BY REGISTERED AGENT.** I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
James F. McCollum, Incorporator

State of Florida  
County of Highlands

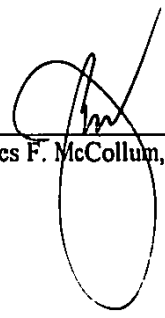
Sworn to and subscribed before me this 29<sup>th</sup> day of May, 1997, by James F. McCollum as Incorporator, who is personally known to me.



  
\_\_\_\_\_  
Signature of Notary Public - State of Florida

The undersigned hereby accepts the appointment as Registered Agent of GILLIAM, BROWN & SHANNON FUNERAL HOME, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 29<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
James F. McCollum, Registered Agent

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DIVISION OF CORPORATIONS  
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