CT CORPORATION SYSTEM 660 EAST JEFFERSON STREET Requestor's Name TALLAHASSEE, FL 32301 700002229047--5 -07/02/97--01059--018 Address 222-1092 *****70.00 *****70.00 Phone Zip State City CORPORATION(S) NAME (Arriage Services of Florida, INC 4 4 വ Aprofit Articles () Merger () Amendment () NonProfit) Limited Liability Co. () Mark () Dissolution/Withdrawal () Foreign () Other () Annual Report () Limited Partnership () Change of R.A. () Reservation () Reinstatement () Fictitious Name Filing () CUS () Photo Copies () Certified Copy O After 4:30 Pick Up () Call if Problem () Call When Ready () Will Wait Walk In () Mail Out Name 7.2.97 Availability Document Examiner Updater Verifier Acknowledgmen N.P. Verifier

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ARTICLES OF INCORPORATION

OF

CARRIAGE SERVICES OF FLORIDA, INC.

97 JUL -2 PH I2: 51
SECRETARY OF STATE
TALLAHASSEE FLORIDY

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

ARTICLE I

<u>Name</u>

The name of the Corporation is:

Carriage Services of Florida, Inc.

The street address of the principal office of the corporation is 1600 Colonial Drive, Fort Myers, Florida 33907, and the mailing address of the corporation shall be the same.

ARTICLE II

Nature of Business

The 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 or nation.

ARTICLE III

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of Common Stock of the par value of \$.01 each.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE V

<u>Data Respecting Directors</u>

The number of directors shall from time to time be fixed by, or in the manner provided in, the By-laws of the Corporation. The number of directors constituting the initial Board of Directors is two, who need not be residents of the State of Florida or shareholders of the corporation. The names and addresses of the persons who shall constitute the initial Board of Directors are:

| | _ |
|-------------|----------------|
| <u>Name</u> | <u>Address</u> |

| Melvin C. | Payne | 1300 | Post | Oak | Blvd., | Suite | 1500 |
|-----------|-------|-------|--------|-------|---------|-------|------|
| | | Houst | ton. ' | l'exa | s 77056 | 5 | |

| Mark W. Duffey | 1300 Post Oak Blvd., Suite | 1500 |
|----------------|----------------------------|------|
| | Houston, Texas 77056 | |

ARTICLE VI

Data Respecting Incorporator

The name and address of the incorporator of the corporation are:

Name

Address

W. Christopher Schaeper

1000 Louisiana, Suite 3650 Houston, Texas 77002

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 30th day of June, 1997.

INCORPORATOR:

W. CHRISTONHER SCHAEPER

ACCEPTANCE OF REGISTERED AGENT

C T CORPORATION SYSTEM, having a business office identical to 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 of the Florida Statutes.

C T CORPORATION SYSTEM

By Mille Bur

Eugene A. Wallace

(Type Name of Officer)

Assistant Secretary OF STATE

(Title of Officer 2 PH 2: 5)