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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ROA GROUP, INC.

AUDIT NUMBER.....H97000012990

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

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H 97000012990

**ARTICLES OF INCORPORATION
OF
ROA GROUP, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is ROA GROUP, INC.
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to provide funeral services and related activities and to engage in any activities under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.
1444 Biscayne Boulevard, Suite 220
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Deanne Waite
1444 Biscayne Boulevard, Suite 230
Miami, Florida 33132

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 220
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

FILED
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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Florida Bar No. 472395

FILED
IN
MAY 11 1997
CLERK OF CIRCUIT COURT
IN AND FOR
DADE COUNTY, FLORIDA

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Articles of Incorporation
Page 2

7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Deanne Waite
410 N.W. 202 Terrace
Miami, Florida 33169

8. **Incorporator.** The name and address of the incorporator signing these Articles of Incorporation is:

Deanne Waite
410 N.W. 202 Terrace
Miami, Florida 33169

9. **Amendment of Articles.** 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.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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Articles of Incorporation
Page 3

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 7 day of August, 1997.

Deanne Waite
Deanne Waite, Incorporator

Stanley E. Johnson, Jr.
Stanley E. Johnson, Jr., Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Deanne Waite, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification or ✓ is personally known by me and she acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of AUGUST, 1997.

Stanley E. Johnson, Jr.
Notary Public
State of Florida

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF DADE)



STANLEY E. JOHNSON JR.
My Commission CC467454
Expires May, 27, 1999
Bonded by NAJ
800-422-1555

BEFORE ME, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced FL-SS-71555-321 as identification or _____ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of August, 1997.

Lo. Roper
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires
C. ROPER
My Comm. Exp. 01/15/2003
Bonded By Service Inc.
No. CC614180
I am Personally Known () Other ()

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H 97000012990

Articles of Incorporation
Page 4

STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned being the duly elected and acting Director/President for ROA GROUP, INC. does on behalf of ROA GROUP, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for ROA GROUP, INC.

By: *Deanne Waite*

NAME: Deanne Waite

TITLE: Director/President

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of AUGUST 1997 by Deanne Waite, who has produced _____ as identification for ROA GROUP, INC. or ✓ is personally known by me.

Stanley E. Johnson Jr.
Name: STANLEY E. JOHNSON, JR.
Notary Public

My Commission Expires:



STANLEY E. JOHNSON JR
My Commission CC487454
Expires May 27, 1998
Bonded by HAJ
800-422-1533

H 97000012990

H 97000012990


STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned being the duly elected and acting Register Agent for ROA GROUP, INC. does on behalf of ROA GROUP, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for ROA GROUP, INC.

By: *Stanley E. Johnson, Jr.*
Name: Stanley E. Johnson, Jr.
Title: Register Agent.

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of August, 1997 by Stanley E. Johnson, Jr., who has produced FDL-2525-715-57-371 ^{with doc} as identification for ROA GROUP, INC. or _____ is personally known by me.

 C. ROPER
My Comm Exp. 01/18/2003
Bonded By Service Inc
No. CC614180
(1 Personally Known (10 Other ID)

C. Roper
Name: _____
Notary Public.

My Commission Expires:

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FLORIDA

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