

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

2. FORES (Corp.	FUNERAL HOME ACQUISTION TOTAL TO
Walk in Mail out NEW FILINGS Profit NonProfit Limited Liability	Pick up time Certified Copy Will wait Photocopy Certificate of Status AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent
Other OTHER FILINGS Annual Report Fictitious Name	Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION Foreign
Name Reservation	Limited Partnership Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION OF

FOREST LAWN ACQUISITION, INC.

ARTICLE I. NAME

The name of this corporation is FOREST LAWN ACQUISITION, INC.

ARTICLE II. PURPOSE

The general purposes for which this corporation is organized are:

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the state of Florida, and in all other states and countries.

To acquire, own, use, convey, and otherwise dispose of and deal in real property or any interest therein.

To enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness; and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. PREEMPTIVE RIGHTS

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 at the price at which it is offered to others.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office and mailing address of this corporation is 2900 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of this corporation at that address is C.T. Corporation System.

ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of the corporation are:

Raymond L. Loewen, 7629 Burris Street, Burnaby, BC, Canada Peter S. Hyndman, 1726 W. 36th Avenue, Vancouver, BC, Canada

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles is:

John A. Rudolph, Jr., 542 East Park Avenue, Tallahassee, FL 32301

ARTICLE IX. AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this day of August, 1997.

JOHN A. RUDOLPH, JR.

STATE OF FLORIDA

COUNTY OF LEON

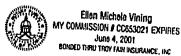
The foregoing instrument was acknowledged before me this beday of August, 1997 by John A. Rudolph, Jr.

Produced Identification

Type of Identification Produced

Ellen Michele Vining Notary Public

Print, type or stamp name and expiration date



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.0505 Florida Statutes, the following is submitted, in compliance with said Act:

First--That FOREST LAWN ACQUISITION, INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of incorporation at 1200 S. Pine Island Road, Plantation, Florida 33324, has C. T. Corporation System located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I am familiar with and accept the obligations of that position.

C.T. CORPORATION SYSTEM

BABARA A. BURKE SPECIAL ASSISTANT SECRETARY OF STALL