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November 25, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida

Re: Emmanuel Pax Villa, Inc. (*English Translation*) Emanuel Funeral Home, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of One Hundred and Twenty-two Dollars and Fifty (\$122.50) Cents.

Your prompt attention with this matter is appreciated.

Very truly yours,

LAW OFFICES OF FRANK FREEMAN


Bernadette Keiper, CLA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

EMMANUEL PAX VILLA, INC.

Emanuel Funeral Home, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I
NAME**

The name of the corporation shall be: **EMMANUEL PAX VILLA, INC.** the English translation is: **Emanuel Funeral Home, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any all lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, 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 200 shares of common stock having a \$1.00 par value per share.

**ARTICLE IV
ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 11645 Biscayne Boulevard, Suite 210, Miami, FL 33181 and the name of the initial registered agent for the corporation at that address is **FRANK FREEMAN**, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII INITIAL BUSINESS ADDRESS

The initial business address of the corporation shall be as follows: 1470 Northeast 123 Street, Number 102, North Miami, Florida 33161.

ARTICLE VIII BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

Name	Officer	Address
Fritz G. Duvigneaud	President	1470 NE 123 Street, 102 Miami, FL 33161

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person

for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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 the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present of any meeting of the board at which action upon any such contract or transaction shall be taken; and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

VIX DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

X INCORPORATOR

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

Fritz G. Duvigneaud
1470 NE 123rd Street – 102
North Miami, FL 33161

**XI
BY LAWS**

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30 day of September, 1997.

Fritz G. Duvigneaud
FRITZ G. DUVIGNEAUD

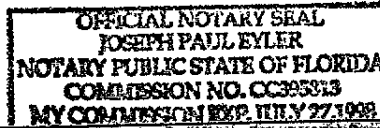
**STATE OF FLORIDA
COUNTY OF DADE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The foregoing instrument was executed and acknowledged before me this 6th day of September, 1997, by FRITZ G. DUVIGNEAUD.



Joseph Paul Eyler

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

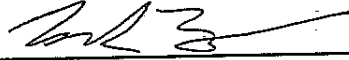
The following is submitted in compliance with the laws of the State of Florida.

EMMANUEL PAX VILLA, INC. a corporation organizing under the laws of the State of Florida, with its principal office located at 1470 Northeast 123 Street, 102, North Miami, FL 33161 has named FRANK FREEMAN, whose address is 11645 Biscayne Boulevard, Suite 210, Miami, Florida 33181, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

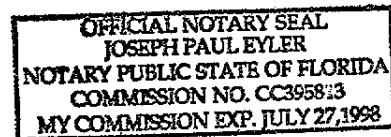


FRANK FREEMAN, ESQ.

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, this day personally appeared FRANK FREEMAN, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 30 day of September, 1997.



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CLERK OF STATE
TALLAHASSEE, FLORIDA