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Gottlieb & Gottlieb
ATTORNEYS AT LAW

A Professional Association

Bruce M. Gottlieb 125 NORTH 46TH AVENUE, HOLLYWOOD, FLORIDA 33021-6601
Kenneth A. Gottlieb

Broward (954) 966-7900
Dade (305) 624-4777
Toll Free (800) 330-7900
Fax (954) 966-7905

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 33301

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11/26/1997

RE: INTERMENT & MEMORIALIZATION SPECIALISTS, INC. - Incorporation
OUR FILE NUMBER: 3648

Gentlemen:


Enclosed please find two (2) originals of the Articles of Incorporation for INTERMENT & MEMORIALIZATION SPECIALISTS, INC. and our trust account check in the amount of \$122.50 representing your cost for filing the Articles of Incorporation.

Please proceed to immediately file the enclosed Articles of Incorporation, then return a certified copy of the Secretary's Certificate to the undersigned along with one copy of the Articles.

Thank you for your prompt attention to this matter.

Very truly yours,

GOTTLIEB & GOTTLIEB, P.A.


Bruce M. Gottlieb

BMG/aw
Enclosures

Dmc
12-9-97

FILED
97 DEC -8 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 DEC -8 PM 2:41

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERMENT & MEMORIALIZATION SPECIALISTS, INC.

The Undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name and principal address of the corporation is INTERMENT & MEMORIALIZATION SPECIALISTS, INC., at 9281 Southern Orchard Road N., Davie, FL 33328.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five thousand (5,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE

PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 9281 Southern Orchard Road N., Davie, FL 33328, and the name of the initial registered agent is at such address is Robert Ericson.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the Corporation shall consist of three. The number of directors is to be set by the shareholders at a meeting called for that purpose.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

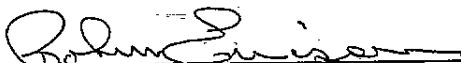
Robert Ericson

9281 Southern Orchard Road N.
Davie, FL 33328

IN WITNESS WHEREOF, I have subscribed my name, on this

4th day of December, 1997.

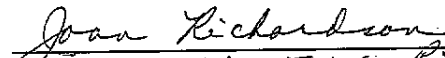
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Robert Ericson
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4th day of December, 1997, by Robert Ericson, who is personally known to me or has produced FL DRIVERS LICENSE as identification and did take an oath.


Notary Public JOAN RICHARDSON
My Commission Expires:



OFFICIAL NOTARY SEAL
JOAN RICHARDSON
COMMISSION NO. CC553345
MY COMMISSION EXP. MAY 20, 2000