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K. Roffe

CR2E031 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF HOLMES FUNERAL DIRECTORS, INC.



I.

The corporate name that satisfies the requirements of Section 607.0401 is **HOLMES FUNERAL DIRECTORS, INC.**

П.

The street address of the initial principal office and, if different, the mailing address of the corporation is 15915 Katy Freeway, Suite 500, Houston, TX, 77094.

Ш.

The number of shares the corporation is authorized to issue is one thousand (1,000).

IV.

No shareholder shall have any preemptive right to acquire any additional unissued or treasury shares of the corporation of any class now or hereafter authorized or held.

V.

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 registered agent at such address is C T Corporation System.

VI.

The number of directors constituting the initial Board of Directors of the corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Gerald E. Wilson 15915 Katy Freeway, Suite 500 Houston, Texas 77094 The name and address of the incorporator is:

Gerald E. Wilson 15915 Katy Freeway, Suite 500 Houston, Texas 77094

The undersigned has executed these Articles of Incorporation this 30 day of December, 1997.

Gerald E. Wilson

Acceptance by the registered agent as required in Section 607.0501(3)F.S.: C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

By: Comic Buy

Name:

Title: SPECIAL ASSISTANT SECRETARY

Date: <u>Jan. 7 1998</u>

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SECRETARY OF STATE
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