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April 16, 1998

Secretary of State  
TO: Division of Corporations  
409 E. Gaines Street  
Tallahassee FL 32314-32399

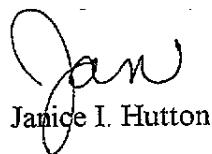
RE: Treasured Loved Ones Inc.

ENCLOSURE(S): Articles of Incorporation & OEW  
Check # 4644 for \$70.00

- Call upon receipt.
- For Signature and Return
- For your File, Review and Comment
- You must Appear in court and call for an Appointment prior to court date
- For Execution in the presence of a Notary Public  2 Witnesses
- Remarks: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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-04/21/98-01058-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Sincerely,

  
Janice I. Hutton

Enclosure(s)

98 APR 21 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

B. BROWN APR 22 1998

ARTICLES OF INCORPORATION

**FILED**

OF

98 APR 21 AM 10:45

SECRETARY OF STATE  
TREASURED LOVED ONES, INC. TALLAHASSEE, FLORIDA

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

FIRST: The name of the Corporation is:

TREASURED LOVED ONES, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. Two Thousand (2,000) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

No shares in series. The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation is 5040 1st Street NW, Lakeland, Florida 33810; and the name of the initial Registered Agent at such address is Joyce Ann Godfrey. The Corporation's principal office and mailing address is 5040 1st Street NW, Lakeland, Florida 33810.

SIXTH: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Robert John Godfrey

Joyce Ann Godfrey

EIGHTH: The name and address of the initial Incorporator is as follows:

Robert John Godfrey  
5040 1st Street N.W.  
Lakeland, FL 33810

Joyce Ann Godfrey  
5040 1st Street N.W.  
Lakeland, FL 33810

NINTH: An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than

a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued of money from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

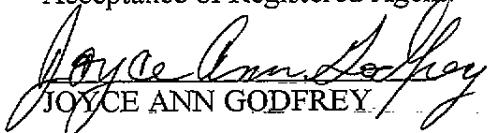
TWELFTH: The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders meeting for the election of Directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Lakeland, Florida, on the 17th day of March, 1998, and acknowledge that I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
ROBERT JOHN GODFREY  
Incorporator

  
JOYCE ANN GODFREY  
Incorporator

Acceptance of Registered Agent:

  
JOYCE ANN GODFREY

STATE OF FLORIDA,

COUNTY OF POLK, to-wit:

The foregoing instrument was acknowledged before me this 17th day of March, 1998 by ROBERT JOHN GODFREY and JOYCE ANN GODFREY who produced are personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Lakeland, in said County and State aforementioned this 17th day of March, 1998.

NOTARY PUBLIC - STATE OF FLORIDA  
JANICE I. HUTTON  
COMMISSION # CC700733  
EXPIRES 12/7/2001  
BONDED THRU ASA 1-888-NOTARY1

  
NOTARY PUBLIC, STATE OF FLORIDA

98 APR 21 AM 10:45  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

**FILED**