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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Fourtowns Cremation Inc

FILED
98 AUG 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF
FOURTOWNS CREMATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **FourTowns Cremation, Inc.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized as a business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights pursuant to § 607.0630 Florida Statutes (1997).

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**Landis, Graham, French, Husfeld,
Sherman & Ford, P.A.
145 E. Rich Ave.
DeLand, FL 32724**

and the name of the initial registered agent of this corporation at this address is:

Edwin Channing Coolidge, Jr.

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

**1155 S. Volusia Ave., unit 108
Orange City, FL 32763**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

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 (1). The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
Stephen R. Baldauff	1155 S. Volusia Ave., unit 108 Orange City, FL 32763
Mildred M. Baldauff	1155 S. Volusia Ave., unit 108 Orange City, FL 32763

ARTICLE IX. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT:	Stephen R. Baldauff	1155 S. Volusia Ave., unit 108 Orange City, FL 32763
VP/TREASURER/ SECRETARY	Mildred M. Baldauff	1155 S. Volusia Ave., unit 108 Orange City, FL 32763

ARTICLE X. INCORPORATOR(S)

The name(s) and address(es) of the person signing these Articles is (are):

Stephen R. Baldauff

1155 S. Volusia Ave., unit 108
Orange City, FL 32763

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer:

(a) the transferee is a person ineligible to be a stockholder in an S corporation, or

(b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIV. POWERS

This corporation is organized for the transaction of any and all lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

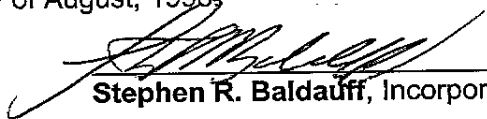
ARTICLE XVI. ACTION OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII. AMENDMENTS

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

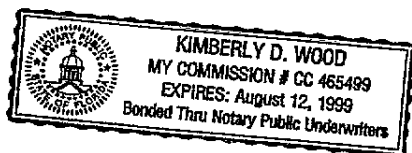
IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this 12 day of August, 1998.


Stephen R. Baldauff, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Stephen R. Baldauff**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of August, 1998.





Notary Public, State of Florida

Kimberly D. Wood

Printed/Typed Name of Notary

Commission No. CC 465499

My Commission Expires: 8-12-99

Personally Known AND/OR Produced Identification X

Type of Identification Produced FLDL B431-A6-46-046-0

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned Incorporator[s] of **FourTowns Cremation, Inc.**, hereby designates the following individual as registered agent for this corporation:

**Edwin Channing Coolidge, Jr.
Landis, Graham, French, Husfeld,
Sherman & Ford P.A.
145 E. Rich Ave.
DeLand, FL 32724**


Stephen R. Baldauff, Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of **FourTowns Cremation, Inc.**

DATED this 12th day of August, A.D. 1998.


Edwin Channing Coolidge, Jr.