

Division of Corporations

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P98000075824

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

HODGES FAMILY FUNERAL HOME, INCORPORATED

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*Merger
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DIVISION OF CORPORATIONS

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July 17, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HODGES FAMILY FUNERAL HOME, INCORPORATED
14046 -5TH ST
DADE CITY, FL 33525

SUBJECT: HODGES FAMILY FUNERAL HOME, INCORPORATED
REF: P98000075824

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The current name of the entity is as referenced above. Please correct your document accordingly.

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Letter Number: 506A00045685



July 18, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HODGES FAMILY FUNERAL HOME, INCORPORATED
14046 -5TH ST
DADE CITY, FL 33525

SUBJECT: HODGES FAMILY FUNERAL HOME, INCORPORATED
REF: P98000075824

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please refax page 1 of the Articles of Merger, this page was not received.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Thelma Lewis
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FAX Aud. #: H06000181408
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**ARTICLES OF MERGER
OF
HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC.
WITH AND INTO
HODGES FAMILY FUNERAL HOME, INCORPORATED**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **HODGES FAMILY FUNERAL HOME, INCORPORATED ("HFFH")**, a corporation organized and existing under the laws of the State of Florida, and **HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC. ("HFCCI")**, a corporation organized and existing under the laws of the State of Florida, hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 20, 2005 ("Plan of Merger"), providing for the merger of HFCCI with and into HFFH ("The Merger"), is set forth as *Appendix A* to these Articles of Merger. The Plan of Merger was adopted by the shareholders and directors of HFFH and HFCCI on December 20, 2005.

2. HFFH shall be the surviving corporation resulting from the Merger and shall continue to be a corporation organized and existing under the laws of the State of Florida.

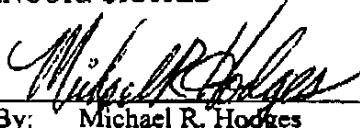
3. The Plan of Merger was approved by action of the unanimous written consent of the stockholders of HFFH, effective December 20, 2005, given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. The Plan of Merger was approved by action of the unanimous written consent of the stockholders of HFCCI, effective December 9, 2005, given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


4. The Merger is to become effective upon filing with the Division of Corporations of the State of Florida.

5. Each of the undersigned officers of HFFH and HFCCI acknowledges and certifies that he or she has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized officer and attested by the Secretary as of this 20th day of December, 2005.

HODGES FAMILY FUNERAL HOME,
INCORPORATED


By: Michael R. Hodges
Its: President


Attest: Carolyn Hodges, Secretary
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(Corporate Seal)

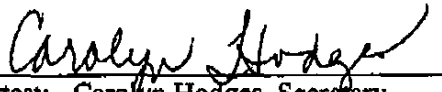
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HODGES FAMILY FUNERAL HOME
AND CREMATION CENTER, INC.



By: Michael R. Hodges
Its: President



Attest: Carolyn Hodges, Secretary

(Corporate Seal)

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**PLAN OF MERGER
OF
HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC.
WITH AND INTO
HODGES FAMILY FUNERAL HOME, INCORPORATED**

Plan of Merger dated December 20, 2005, between **HODGES FAMILY FUNERAL HOME, INCORPORATED ("HFFH")**, and **HODGES FAMILY FUNERAL HOME AND CREMATION CENTER, INC. ("HFCCI")**, referred to as the absorbed corporation.

- A. HFFH, a corporation organized and existing under the laws of the State of Florida, with its principal office at 14046 5th Street, Dade City, Florida 33525.
- B. HFFH has capitalization of 10,000 [10,000 authorized shares of \$1.00 common stock, of which 5,000 shares are issued and outstanding]. [The authorized number of shares will be increased to 100,000 prior to the effective date of the merger].
- C. HFCCI is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5221 8th Street, Zephyrhills, Florida 34238.
- D. HFCCI has a capitalization of 1,000 [1,000 authorized shares of \$0.10 common stock of which 1,000 shares are issued and outstanding].
- E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that HFCCI be merged into HFFH, pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. MERGER. HFCCI shall merge with and into HFFH, which shall be the surviving corporation.

Section Two. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

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APPENDIX A

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(a) Each share of the \$0.10 common stock of HFCCI issued and outstanding on the effective date of the merger shall be converted into 5 shares of \$1.00 common stock of HFFH, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. CHANGES IN ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation, HFFH, shall continue to be its Articles of Incorporation following the effective date of the merger or are amended and changed as follows:

100,000	AUTHORIZED SHARES OF COMMON STOCK
10,000	ISSUED AND OUTSTANDING SHARES OF COMMON STOCK
4500	ISSUED TO MICHAEL R. HODGES
4500	ISSUED TO CAROLYN HODGES
1000	ISSUED TO RANDY BUSH

Section Five. CHANGES IN BYLAWS. The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger.

Section Six. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, HFFH, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their

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successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

MICHAEL R. HODGES, President

CAROLYN HODGES, Secretary

Section Seven. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 9, 2005, or at such other time as to which the boards of directors of the constituent corporations may agree or upon written consent in lieu of a shareholders' meeting as provided in the Florida Business Corporation Act.

Section Nine. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

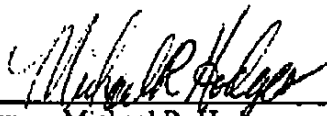
Section Ten. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of the following event:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 2005.

Section Eleven. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

HODGES FAMILY FUNERAL HOME,
INCORPORATED


By: Michael R. Hodges
Its: President



Attest: Carolyn Hodges, Secretary

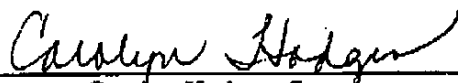
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HODGES FAMILY FUNERAL HOME
AND CREMATION CENTER, INC.


By: Michael R. Hodges
Its: President


Attest: Carolyn Hodges, Secretary

(Corporate Seal)

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