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DAVID C. SASSER

Florida Bar Board Certified Real Estate Attorney

October 6, 1998

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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-10/09/98-01042-012
*****78.75 *****78.75

RE: Millennium Services, Inc.

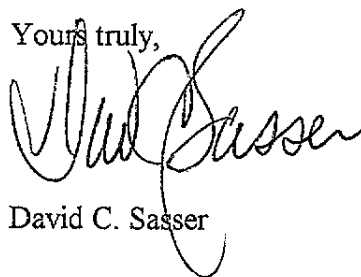
Gentleman: _____

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Yours truly,



David C. Sasser

DCS/bsj
enclosures

cc: Barry Brewer

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DIVISION OF CORPORATIONS
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10-12-98

ARTICLES OF INCORPORATION

OF

MILLENNIUM SERVICES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is MILLENNIUM SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in the business of operating and maintaining a funeral home and cemetery management company.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is

authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is David C. Sasser, 29 South Brooksville Avenue, Brooksville, Florida. The principal office and mailing address of this corporation is 1190 South Broad Street, Brooksville, FL 34601.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Barry K. Brewer	1190 South Broad Street Brooksville, FL 34601
John Flood	1190 South Broad Street Brooksville, FL 34601
Joan Rolph	1190 South Broad Street Brooksville, FL 34601
C. P. Pat Brewer	1190 South Broad Street Brooksville, FL 34601
Yvonne Brewer	1190 South Broad Street Brooksville, FL 34601

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Barry K. Brewer	1190 South Broad Street Brooksville, FL 34601

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or appurtenant to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting

the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

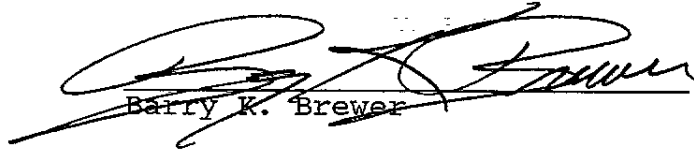
ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

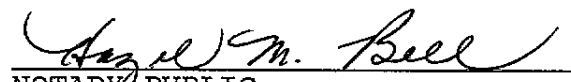
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of October, 1998.


Barry K. Brewer

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing articles of incorporation were acknowledged before me on October 6, 1998 by Barry K. Brewer who is personally known to me or who produced _____ as identification.




NOTARY PUBLIC
(Type, print or stamp name,
commission number and date
of expiration)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MILLENNIUM SERVICES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of October, 1998.



David C. Sasser

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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