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EDWARD de R. CAYIA, P.A.
ATTORNEY AT LAW
432 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301-3234
BROWARD (954) 765-1400 / FAX (954) 765-1421

October 16, 1998

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

Re: BARBARA FALOWSKI FUNERAL AND CREMATION SERVICES, INC.

Dear Sir or Madam:

300002667693--9
-10/20/98--01017--007
***122.50 ***78.75

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely

Edward de R. Cayia, P.A.
EC/ss
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BARBARA FALOWSKI FUNERAL AND CREMATION SERVICES, INC.

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DIVISION OF CORPORATIONS
98 OCT 20 AM 10:45

ARTICLE I. NAME

The name of the corporation shall be BARBARA FALOWSKI FUNERAL AND CREMATION SERVICES, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in undertaking, embalming, cremating, and the undertaking of funerals, dealing in and selling coffins and caskets, and all such property, wares, and merchandise as are incidental to and used in the business of undertakers and morticians, to buy, own, hold, sell, lease and deal with real and personal property of every kind and nature in connection with such business; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 300 S.W. 6th Street, Fort Lauderdale, FL 33315. The name of the initial registered agent of this corporation at that address is BARBARA FALOWSKI.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is BARBARA FALOWSKI at 300 S.W. 6th Street, Fort Lauderdale, FL 33315.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is BARBARA FALOWSKI of 300 S.W. 6th Street, Fort Lauderdale, FL 33315.

ARTICLE VIII. BYLAWS

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

ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Seventy five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI. MANAGEMENT OF CORPORATION BY 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 the corporation.

ARTICLE XII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One (1) Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

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

ARTICLE XV. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XVI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16 day of October, 1998.

Barbara Falowski
BARBARA FALOWSKI, Incorporator


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98 OCT 20 AM 10:45

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this _____ day of October, 1998, by BARBARA FALOWSKI, personally known to me, or identified by _____, on oath.

Edward Gayla
Notary Public - State of Florida

My commission expires:

 Edward Gayla
My Commission CC670645
Expires August 10, 2001

The undersigned, having been named as Registered Agent to accept Service of Process for BARBARA FALOWSKI FUNERAL AND CREMATION SERVICES, INC., at 300 S.W. 6th Street, Fort Lauderdale, FL 33315, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of her duties.

Barbara Falowski
BARBARA FALOWSKI, Reg. Agent