

MERRILL & POLLACK
Attorneys at Law
A Partnership of Professional Associations

Keith J. Merrill*
Gary W. Pollack
Alan H. Ramer

*Florida & Pennsylvania Bars

1320 S. Dixie Highway
Suite 1100
Coral Gables, Florida 33146
(305) 663-0307
Fax: (305) 667-8529

April 7, 1999

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

300002836003--7
-04/12/99-01085-006
*****70.00 *****70.00

Re: Donaldson Fryar Funeral Home, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation of Donaldson Fryar Funeral Home, Inc. along with our trust account check in the amount of \$70.00 for filing. Please file the Articles and return the enclosed copy in the envelope provided.

Very truly yours,


KEITH J. MERRILL

KJM/zms

Enclosure

FILED
99 APR 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
DONALDSON FRYAR FUNERAL HOME, INC.**

FILED
99 APR 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is **DONALDSON FRYAR FUNERAL HOME, INC.**

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. The specific initial purpose of the corporation is to own and operate a funeral home.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one cent (\$0.01).

ARTICLE V - ADDRESS

The initial registered office of this corporation is 1320 South Dixie Highway, Suite 1100, Coral Gables, Florida 33146. The name of the initial registered agent is Keith J. Merrill.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of at least five (5) individuals. The initial directors board shall consist of six individuals as follows::

Ronald Donaldson, 204 N.W. 6th Avenue, Florida City, Florida 33034
Gwen McKay, 18540 S.W. 129 Avenue, Miami, Florida 33137
Lavert Richardson, 2121 N.W. 69 Terrace, Miami, Florida 33147
George Butler, 969 N.W. Lucy Street, Florida City, Florida 33034
Mac Allan, 1512 S.W. 18 Street, #201, Homestead, Florida 33030
Lula Mae Harvey, 1216 N.W. 13 Street, Homestead, Florida 33030

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII - SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows:


Keith J. Merrill, 1320 South Dixie Highway, Suite 1100, Coral Gables, Florida 33146

ARTICLE IX - OFFICERS

The name and address of the initial officers of this corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President: Ronald Donaldson
Secretary: Gwen McKay
Vice President: Lavert Richardson
Treasurer: Lula Mae Harvey

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 30 day of March, 1999.

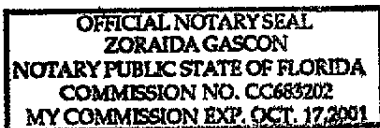


KEITH J. MERRILL (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

Before me, personally appeared, Keith J. Merrill, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and seal in the county and state above named this 30 day of March, 1999.





NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:

ACCEPTANCE

I CERTIFY that I am a permanent resident of Miami-Dade County, Florida, whose place of residence and post office address are as set forth above. I accept the foregoing designation as Registered Agent.

DATED this 30 day of March, 1999.



KEITH J. MERRILL

FILED
99 APR 12 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA