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May 4, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****78.75

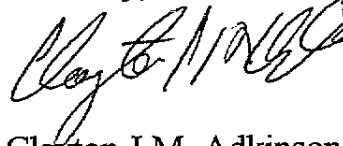
Re: Park Funeral Home, Incorporated

Dear Ladies:

Enclosed please find the Articles of Incorporation concerning the above referenced along with the required check for \$122.50. Please file the articles at your earliest possible convenience.

Thank you for your kind assistance in this matter.

Sincerely,



Clayton J.M. Adkinson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJMA/gc
Enclosure as stated

DMO
5/10/99

PARK FUNERAL HOME, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is Park Funeral Home, Incorporated.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general nature of the business to be transacted by this corporation includes but is not limited to the operation of a funeral home and to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, assign, transfer, or otherwise dispose of, and to invest in real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such

mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one hundred shares of common stock having the nominal or par value of \$1.00 per share.

ARTICLE FIVE

The street address of the initial registered office and principal office of the corporation is 76 Park Street, DeFuniak Springs, Florida 32433, and the name of its initial registered agent, located at 76 Park Street, DeFuniak Springs, Florida 32433, and mailing address is Post Office Box 168, DeFuniak Springs, Florida 32435, is David D. Johnson.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation shall be two. The names and addresses of the persons who shall serve as the initial Board of Directors are David D. Johnson and Doris L. Johnson, both of 76 Park Street, DeFuniak Springs, Florida 32433, and mailing address is Post Office Box 168, DeFuniak Springs, Florida 32435.

ARTICLE SEVEN

The names and addresses of the incorporators are: David D. Johnson
and Doris L. Johnson, both of 76 Park Street, DeFuniak Springs, Florida 32433,
Post Office Box 168, DeFuniak Springs, Florida 32435.

Executed by the undersigned at DeFuniak Springs, Walton
County, Florida, this 3rd day of May, 1999.

Erica Brown David D. Johnson
Witness David D. Johnson

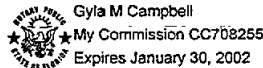
Gyla M. Campbell Doris L. Johnson
Witness Doris L. Johnson

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing Articles of Incorporation were acknowledged before me
this 3rd day of May, 1999, by David D. Johnson and Doris L. Johnson,
who both produced Florida driver's license as identification and who both took
oaths.

Gyla M. Campbell
Notary Public
Name: Gyla M. Campbell
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE DESIGNATING REGISTERED AGENT

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- Park Funeral Home, Incorporated of Walton County, Florida, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation at DeFuniak Springs, Walton County, Florida, has named David D. Johnson, located at 76 Park Street, DeFuniak Springs, Florida 32433, and mailing address is Post Office Box 168, DeFuniak Springs, Florida 32435, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


David D. Johnson
Registered Agent