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MILLER, CROSBY & MILLER, P.A.
ATTORNEYS AT LAW

RICHARD A. MILLER
Board Certified Real Estate Lawyer

ROBERT T. MILLER
SAMUEL G. CROSBY
Board Certified Civil Trial Lawyer

November 15, 1999

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

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-11/18/99--01062--020
*****78.75 *****78.75

RE: ... Countryside Funeral Chapel, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$ 25.00
Certified Copy Fee	8.75
Registered Agent Fee	35.00

Please file the original and return a certified copy to us.

Thank you for your assistance in this matter.

Sincerely yours,

MILLER, CROSBY & MILLER, P.A.

Richard A. Miller
Richard A. Miller

RAM:fd
Enclosures

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99 NOV 18 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE FUNERAL CHAPEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation is Countryside Funeral Chapel, Inc..

ARTICLE II -- DURATION

The duration of the corporation is perpetual.

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. The general nature of the business to be transacted by this corporation shall be any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial Principal Office of the corporation is 4444 S.B. Merriem Road, Lakeland, Florida 33810, and the name of its initial Registered Agent is Charles Richard Lanier, Jr., whose address is 4444 S.B. Merriem Road, Lakeland, Florida 33810.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS, OFFICERS AND SUBSCRIBERS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The following are the names and street addresses of the persons who shall constitute the initial Board of Directors of the corporation, and the persons holding office for the first year of the corporation's existence, or until their successors are elected and have qualified, and each of the following named persons is a subscriber to these Articles of Incorporation.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Charles Richard Lanier, Jr.	P.O. Box 386 Kathleen, FL 33849-0386	President
Susan E. Lanier	P.O. Box 386 Kathleen, FL 33849-0386	Vice President Sec/Treas

ARTICLE VII -- AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

ARTICLE VIII -- TRANSFER OF STOCK

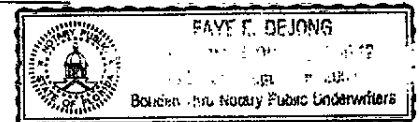
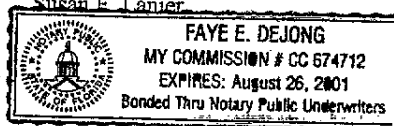
Any limitation upon the transferability or assignment of stock shall be a valid matter of agreement which stockholders may include in any agreement among themselves.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15th day of November, 1999.

Charles R. Lanier, Jr.
Charles Richard Lanier, Jr.

Susan E. Lanier
Susan E. Lanier

STATE OF FLORIDA
COUNTY OF POLK



BEFORE ME, the undersigned authority, personally appeared, Charles Richard Lanier, Jr. and Susan E. Lanier, who [] are personally known to me or who have produced their [] Florida drivers' licenses, [] United States Passport or [] _____, and who did take an oath, this 15th day of November, 1999.

Faye E. DeJong
NOTARY PUBLIC ■■ STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Countryside Funeral Chapel, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 15th day of November, 1999.

Charles R. Lanier, Jr.
Charles Richard Lanier, Jr.
Registered Agent

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