

TRANSMITTAL LETTER

P99000103151

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

SUBJECT: FISK funeral Home Acquisition, INC
(Proposed corporate name - must include suffix)

500003055345-2
-11/29/99-01037-025
*****78.75 -*****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: John A. Rudolph, JR.
Name (Printed or typed)

1680 Metropolitan Circle
Address

Tallahassee FL 32308
City, State & Zip

(850) 523-0062
Daytime Telephone number

FILED
99 NOV 29 PM 1:39
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV 29 PM 1:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

FILED

99 NOV 29 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FISK FUNERAL HOME ACQUISITION, INC.

ARTICLE I. NAME

The name of this corporation is FISK FUNERAL HOME ACQUISITION, INC.

ARTICLE II. PURPOSE

The general purposes for which this corporation is organized are:

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

To acquire, own, use, convey, and otherwise dispose of and deal in real property or any interest therein.

To enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness; and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. 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 V. PRINCIPAL OFFICE

The address of the principal office and mailing address of this corporation is 1717 Boggey Creek Road, Kissimmee, Florida 34744.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1680 Metropolitan Circle, Tallahassee, Florida 32308, and the name of the initial registered agent of this corporation at that address is John A. Rudolph, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of the corporation are:

Robert D. Russell, Director and President, 1717 Boggey Creek Road, Kissimmee, Florida 34744
Ronald L. Deppin, Vice President, 1717 Boggey Creek Road, Kissimmee, Florida 34744
Terry Roberts, Secretary/Treasurer, 1717 Boggey Creek Road, Kissimmee, Florida 34744

ARTICLE VIII. INCORPORATORS

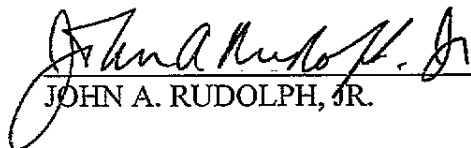
The name and address of the person signing these articles is:

John A. Rudolph, Jr., 1680 Metropolitan Circle, Tallahassee, FL 32308

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained 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 subscriber has executed these articles of incorporation this 22 day of November, 1999.



JOHN A. RUDOLPH, JR.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 22nd day of November, 1999, by John A. Rudolph, Jr. who is personally known to me or who produced identification (Type _____), and who did/did not take an oath.



Notary Public
Print Name: Ellen Michele Vining
My Commission Expires: 06/04/01



Ellen Michele Vining
MY COMMISSION # CC653021 EXPIRES
June 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC

FILED

99 NOV 29 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

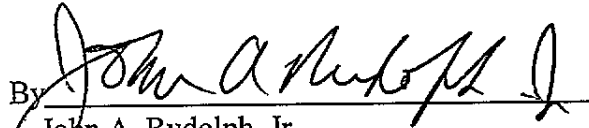
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FISK FUNERAL HOME ACQUISITION, INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of incorporation at 1680 Metropolitan Circle, Tallahassee, Florida 32308, has John A. Rudolph, Jr. located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I am familiar with and accept the obligations of that position.

By


John A. Rudolph, Jr.