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ATTORNEYS AT LAW

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PANAMA CITY, FLORIDA 32401

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(850) 763-1550
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EFFECTIVE DATE
01-01-00

December 14, 1999

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

RE: Stewart's Enterprises, Inc.

500003072375--8
-12/16/99--01031--013
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation and original Statement of Acceptance and Designation of Registered Agent for the above-captioned corporation. If the documents meet with your approval, please file the originals and return a date stamped copy of the Articles along with a Certificate of Status to our office in the enclosed self-addressed, stamped envelope provided for your convenience. A check in the amount of \$78.75 is enclosed to cover the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Ledman, Hamm & Dreyer, P.A.

Michelle R. Booth

Michelle R. Booth
Assistant to W. Gerald Hamm

/mrb
Enclosures

FILED
99 DEC 16 AM 8:32
TALLAHASSEE, FLORIDA
DIVISION OF STATE

EFFECTIVE DATE

01-01-00

**ARTICLES OF INCORPORATION
OF
STEWART'S ENTERPRISES, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I – NAME

The name of this corporation is STEWART'S ENTERPRISES, INC.

ARTICLE II – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III – CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE IV – INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is Post Office Box 237, Lynn Haven, Florida 32444, and the name of the initial registered agent is W. Gerald Hamm of Ledman, Hamm & Dreyer, P.A., whose address is 1007 Jenks Avenue, Panama City, FL 32401.

ARTICLE V – MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, any act of the shareholders

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Florida Bar No.: 0946605
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representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be deemed an act of all the shareholders, except as otherwise provided for in the Bylaws or in any Shareholders Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

ARTICLE VI – PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

ARTICLE VII – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII – TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the Effective Date stated herein.

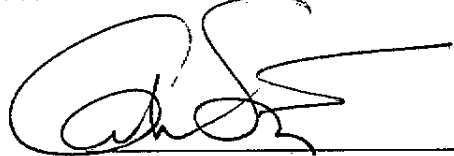
ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Gabe W. Stewart III, whose address is Post Office Box 237, Lynn Haven, FL 32444.

ARTICLE X – EFFECTIVE DATE

The effective date of this corporation is January 1, 2000.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 13th day of December 1999.


Gabe W. Stewart III


STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of Stewart's Enterprises, Inc. was acknowledged
before me this 13th day of December 1999, by Gabe W. Stewart III, who (notary **must** check
applicable box)

X is personally known to me.

_____ produced a current Florida driver's license as identification.

_____ produced _____ as identification.


NOTARY PUBLIC
Print Name MICHELLE R. BOOTH
Commission # _____
My Commission Expires: _____



Michelle R. Booth
MY COMMISSION # CC755167 EXPIRES
June 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

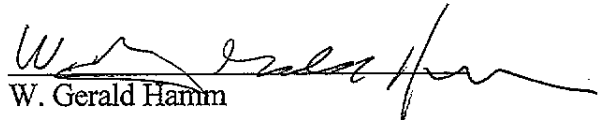
STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

OF

STEWART'S ENTERPRISES, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 13th day of December 1999.


W. Gerald Hamm

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99 DEC 16 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA