

006018

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Sabrina C. Vickers

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July 1, 2002

VIA FEDERAL EXPRESS

Department of State
State of Florida
Division of Corporations
Corporate Filings
4098 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of National Monument Co., Inc.
and Woodlawn Park Cemetery Company
Client/Matter No. 012150/21214

Dear Sir or Madam:

Enclosed herein are the following items:

1. Duplicate originals of the Articles of Merger;
2. Duplicate originals of the Plan of Merger; and
3. Check in the sum of \$87.50 to cover your filing fee.

Please file the necessary documents in your records and return a certified copy to me.
For your convenience, a Federal Express return envelope is also enclosed.

Should you have any questions, please do not hesitate to contact me at (504) 585-7595.

Thanking you in advance for your prompt response, I remain

Sincerely yours,

Sabrina C. Vickers
Sabrina C. Vickers

SCV/gf
Enclosures

*No Fed. Exp. Encl.
was Enclosed.*

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Merger

V SHEPARD JUL 12 2002

FILED
SECRETARY OF CORPORATIONS
02 JUL - 2 PM 3:19

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*****87.50 *****
78.75

006018

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL MONUMENT CO., INC., a Florida corporation, 252940

INTO

WOODLAWN PARK CEMETERY COMPANY, a Florida entity, 006018

File date: July 2, 2002

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL -2 PM 3:49

ARTICLES OF MERGER

of

NATIONAL MONUMENT CO., INC.
(a Florida corporation)

into

WOODLAWN PARK CEMETERY COMPANY
(a Florida corporation)

Pursuant to the provisions of Florida Statutes § 607.0101, *et seq.*, the undersigned domestic corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The names of the constituent corporations and the state under the laws of which each is organized are:

<u>Name</u>	<u>State</u>
National Monument Co., Inc. ("National")	Florida
Woodlawn Park Cemetery Company ("Woodlawn")	Florida

2. National is a wholly-owned subsidiary of Woodlawn and shareholder approval of the merger by either entity is not required. Woodlawn, as sole shareholder of National, waives all mailing and notice requirements as it relates to this merger.

3. The laws of Florida, the state of incorporation of each corporation as set forth above, permit such merger.

4. The name of the surviving corporation is Woodlawn Park Cemetery Company (the "Surviving Corporation"). The Surviving Corporation is to be governed by the laws of the State of Florida.

5. The attached Plan and Agreement of Merger was duly adopted and approved by the board of directors of Woodlawn Park Cemetery Company and by National Monument Co., Inc. in the manner prescribed by Florida law on May 7, 2002.

6. The merger is to be effective when these articles are filed by the Department of State of Florida.

Dated this 7th day of May, 2002.

NATIONAL MONUMENT CO., INC.,
a Florida corporation

By: Loralice A. Trahan
Loralice A. Trahan, Assistant Treasurer

Attested:

Lisa T. Winningkoff
Lisa T. Winningkoff, Assistant Secretary

WOODLAWN PARK CEMETERY
COMPANY, a Florida corporation

By: Loralice A. Trahan
Loralice A. Trahan, Assistant Treasurer

Attested:

Lisa T. Winningkoff
Lisa T. Winningkoff, Assistant Secretary

PLAN AND AGREEMENT OF MERGER

of

NATIONAL MONUMENT CO., INC.
(a Florida corporation)

into

WOODLAWN PARK CEMETERY COMPANY
(a Florida corporation)

This Plan and Agreement of Merger (this "Agreement"), dated as of May 7, 2002, is made and entered into by and between National Monument Co., Inc., a Florida corporation ("National"), and Woodlawn Park Cemetery Company, a Florida corporation ("Woodlawn").

WHEREAS, the parties hereto wish to provide for the merger of National with and into Woodlawn (the "Merger") pursuant to which Woodlawn will be the surviving corporation (the "Surviving Corporation"), all on the terms and conditions contained therein;

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger:

(a) The constituent corporations of the Merger are National and its parent, Woodlawn;

(b) National is the wholly-owned subsidiary of Woodlawn; shareholder approval is not required by either corporation pursuant to the laws of Florida; and Woodlawn, as sole shareholder of National, waives all notice and mailing requirements required under the jurisdiction of Florida;

(c) At the Effective Date (defined hereinbelow), National shall be merged with and into Woodlawn and the separate corporate existence of National shall thereupon cease. Woodlawn shall be the Surviving Corporation in the Merger, and Woodlawn with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving Corporation shall succeed to all of the rights, privileges, powers and franchises of a public as well as of a private nature of National and Woodlawn, all of the properties and assets of National and Woodlawn and all of the debts, choses in action and other interests due or belonging to National and Woodlawn,

and shall be subject to, and responsible for, all of the debts, liabilities and duties of National and Woodlawn.

(e) If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of National or Woodlawn acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Agreement.

(f) The Articles of Incorporation and Bylaws of the Surviving Corporation as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Incorporation and Bylaws of the Surviving Corporation.

(g) The board of directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the Effective Date shall be and constitute the board of directors, and the members thereof, and the officers, respectively, of the Surviving Corporation.

2. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving Corporation shall be as follows:

(a) The issued and outstanding shares of stock of National shall be canceled in consideration of the assumption by the Surviving Corporation of all of the assets and liabilities of National;

(b) All of the issued and outstanding shares of the capital stock of Woodlawn as of the Effective Date shall continue to represent the shares of the Surviving Corporation and shall be unaffected by the Merger.

3. Effective Date. The Merger shall be effective upon the filing of the Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, Woodlawn Park Cemetery Company and National Monument Co., Inc. have duly executed this Agreement as of the date first above written.

WOODLAWN PARK CEMETERY COMPANY

By: *Lisa T. Winningkoff*
Lisa T. Winningkoff, Assistant Secretary

NATIONAL MONUMENT CO., INC.

By: *Lisa T. Winningkoff*
Lisa T. Winningkoff, Assistant Secretary