

3-5-00
RECORD AND RETURN TO
DOOLEY & DRAKE, P.A.
1432 FIRST STREET
SARASOTA, FLORIDA 34236

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 22, 2000, effective December 31, 2000, as shown by the records of this office.

The document number of the surviving corporation is 207982

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2005128972 4 PGS
2005 JUN 14 04:24 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
MMARQUEZ Receipt#641622



2005128972

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighteenth day of February, 2005



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF MERGER
OF

EFFECTIVE DATE
12/31/00

GIBRALTAR MAUSOLEUM OF FLORIDA, INC.
(a Florida corporation)

AND

HILLSBORO MEMORIAL GARDENS, INC.
(a Florida corporation)

AND

SCI FUNERAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

FILED
00 DEC 22 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the domestic parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. with and into SCI Funeral Services of Florida, Inc. as approved by the Board of Directors of Gibraltar Mausoleum of Florida, Inc. on December 15, 2000, as approved by the Board of Directors of Hillsboro Memorial Gardens, Inc. on December 15, 2000, and adopted at a meeting by the Board of Directors of SCI Funeral Services of Florida, Inc. on December 15, 2000.

2. The merger of Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. with and into SCI Funeral Services of Florida, Inc. is permitted by the laws of the Florida Business Corporation Act and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of SCI Funeral Services of Florida, Inc. was December 15, 2000.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be December 31, 2000.

Executed on this 18th day of December, 2000.

Gibraltar Mausoleum of Florida, Inc.
a Florida corporation

By: Curtis G. Briggs
Name: Curtis G. Briggs
Capacity: Vice President

Hillsboro Memorial Gardens, Inc.,
a Florida corporation

By: Curtis G. Briggs
Name: Curtis G. Briggs
Capacity: Vice President

SCI Funeral Services of Florida, Inc.,
a Florida corporation

By: Curtis G. Briggs
Name: Curtis G. Briggs
Capacity: Vice President

PLAN OF MERGER

- 1. SCI Funeral Services of Florida, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Gibraltar Mausoleum of Florida, Inc. and is the owner of all of the outstanding shares of Hillsboro Memorial Gardens, Inc., which are both business corporations of the State of Florida, hereby merges Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. into SCI Funeral Services of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act.**
- 2. The separate existence of Gibraltar Mausoleum of Florida, Inc. and Hillsboro Memorial Gardens, Inc. shall cease at the time the merger takes effect and SCI Funeral Services of Florida, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.**
- 3. The articles of incorporation of SCI Funeral Services of Florida, Inc. are not amended in any respect by this Plan of Merger.**
- 4. The issued shares of Gibraltar Mausoleum of Florida, Inc. and the issued shares of Hillsboro Memorial Gardens, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.**
- 5. Each share of SCI Funeral Services of Florida, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of SCI Funeral Services of Florida, Inc. after the effective date of the merger.**
- 6. No shares of SCI Funeral Services of Florida, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.**
- 7. The Board of Directors and the proper officers of SCI Funeral Services of Florida, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.**