Box 14

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/27/00
REQUEST NUMBER: 4077-0690
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/27/00 0946
EFFECTIVE DATE/TIME: 12/31/00 1630
CONTROL NUMBER: 0015031

TO:
CSC/USC
1201 HAYS STREET

TALLAHASSEE, FL 32301

Davidson County CHARTER
Recvd: 12/28/00 15:58 3pgs
Fees:7.00 Taxes:0.00

20001228-0127124

RE:
SCI TENNESSEE FUNERAL SERVICES, INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 12/27/00

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

FROM:
CSC/USC (1201 HAYS ST)
1201 HAYS STREET

TALLAHASSEE, FL 32301-0000

RECEIPT NUMBER: 00002777802
ACCOUNT NUMBER: 00254020

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED

ARTICLES OF MERGER

OF

COLLIERVILLE FUNERAL HOME, INC.

AND

WOODLAWN MEMORIAL PARK, INC.

AND

SCI TENNESSEE FUNERAL SERVICES, INC.

To the Secretary of State
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the Subsidiary Corporations, which are business corporations organized under the laws of the State of Tennessee, and which are subject to provisions of the Tennessee Business Corporation Act, are Collierville Funeral Home, Inc. and Woodlawn Memorial Park, Inc. (the "Subsidiary Corporations").

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act, is SCI Tennessee Funeral Services, Inc. (the "Parent Corporation").

3. The number of outstanding shares of the Subsidiary Corporations are listed below, all of which are of one class, and all of which are owned by the Parent Corporation.

Name of subsidiary	Number of Outstanding Shares
Collierville Funeral Home, Inc.	5,000
Woodlawn Memorial Park, Inc.	2,000

4. The following is the Plan of Merger for merging the Subsidiary Corporations into the Parent Corporation as approved by resolution of the Board of Directors of the Parent Corporation:

" 1. SCI Tennessee Funeral Services, Inc., which is a business corporation of the State of Tennessee and is the parent corporation (the "Parent Corporation") and the owner of all of the outstanding shares of Collierville

Funeral Home, Inc. and Woodlawn Memorial Park, Inc., which are business corporations of the State of Tennessee (the "Subsidiary Corporations"), hereby merges the Subsidiary Corporations into the Parent Corporation pursuant to the provisions of the Tennessee Business Corporation Act.

2. The separate existence of the Subsidiary Corporations shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and the Parent Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Tennessee Business Corporation Act.

3. The issued shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of the Parent Corporation 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."

5. The Parent Corporation is the owner of all of the issued shares of the Subsidiary Corporations and the Parent Corporation waived the mailing of a copy of the Plan of Merger.

6. The effective date of the merger herein provided for shall be December 31, 2000.

Executed on December 15, 2000.

SCI Tennessee Funeral Services, Inc.

By Curtis G. Briggs
Curtis G. Briggs, Vice President

Woodlawn Memorial Park, Inc.

By: Curtis G. Briggs
Curtis G. Briggs, Vice President

Collierville Funeral Home, Inc.

By Curtis G. Briggs
Curtis G. Briggs, Vice President