

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

93639

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

CARRIAGE FUNERAL HOLDINGS, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Carriage Funeral Holdings, Inc.

SECOND: The name which it elects to use in Rhode Island is Carriage Funeral Holdings, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is May 28, 1991 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

C T CORPORATION SYSTEM

Signature E.A. Wallace, Asst. Secretary

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

1. To own, manage and operate funeral homes, mortuaries and cemeteries and to engage in funeral directing, embalming, cremation, burial and other related services, and to engage in all activities incident thereto; and
2. To engage in such other activities for which corporations may be organized under the laws of Rhode Island.

RECEIVED
CORPORATIONS DIVISION
STATE OF RHODE ISLAND
FEB 14 11 25 AM '93

FILED
FEB 14 1993
By [Signature] 18053

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Melvin C. Payne	Director	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
Mark W. Duffey	Director	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
	Director	
Melvin C. Payne	C.E.O.	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
Mark W. Duffey	President	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
Russell W. Allen	Exec Vice President of Operations	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
Thomas C. Livergood	Secretary and C.F.O.	1300 Post Oak Blvd., Ste. 1500, Houston, TX 77056
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	N/A	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	N/A	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 100,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 5,750,000



THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 60,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,400,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 7, 19 97

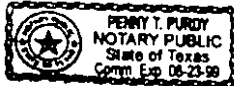
Carriage Funeral Holdings, Inc.
[Exact Corporate Name of Corporation Making Application]

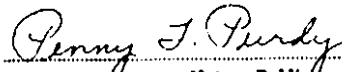
By 
MARK W. DUFFEY
Its President
and 
THOMAS C. LIVENGOOD
Its Secretary

STATE OF TEXAS
COUNTY OF HARRIS

} SC.

At Houston, Texas in said County on the 7th day
of February 19 97, before me personally appeared Mark W. Duffey
, who being by me first duly sworn, declared that
he is the President of Carriage Funeral Holdings, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.



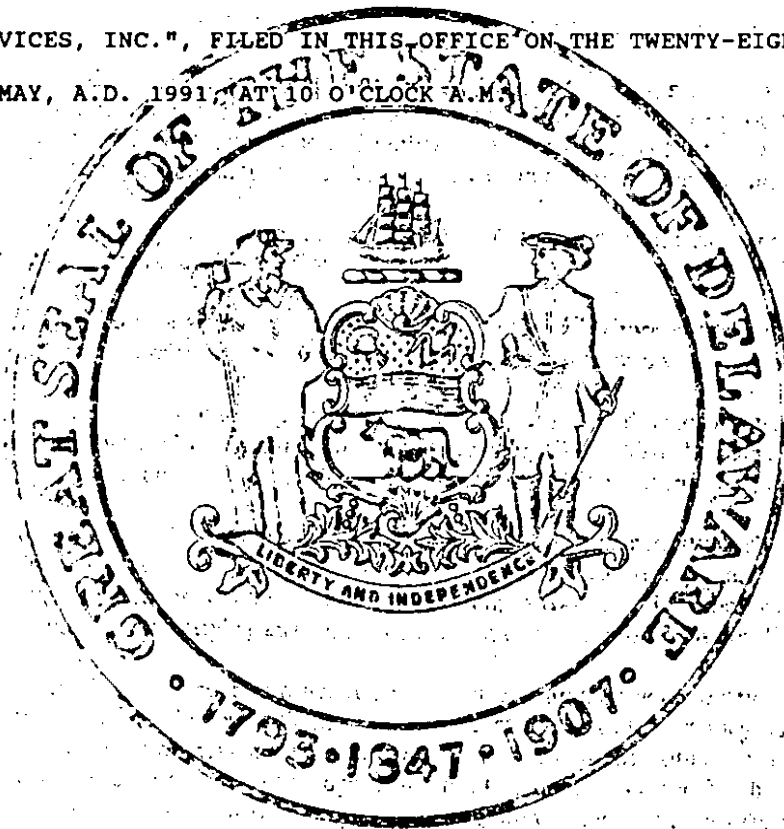

Penny T. Purdy
Notary Public

(NOTARIAL SEAL)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "CARRIAGE FUNERAL
SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY
OF MAY, A.D. 1991 AT 10 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8329799

DATE:

02-13-97