

State of Idaho

Department of State

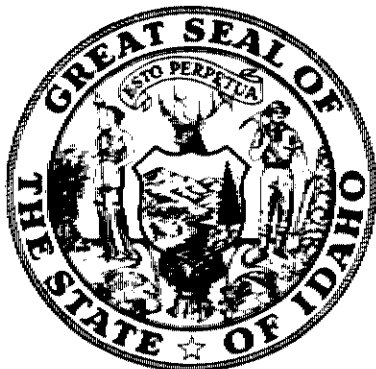
AMENDED CERTIFICATE OF AUTHORITY OF

GLADWIN, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PHILLIPS & BROOKS/GLADWIN, INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to PHILLIPS & BROOKS/GLADWIN, INC. to transact business in this State under the name PHILLIPS & BROOKS/GLADWIN, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated December 27, 19 90



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

A Certificate of Authority was issued to the corporation by your office on 30 SEP 21 AM 8 45

19 ____, authorizing it to transact business in the State of Idaho under the name of

Gladwin, Inc.

2. Its corporate name has been changed to Phillips & Brooks/Gladwin, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Phillips & Brooks/Gladwin, Inc.

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated August 6, 1990

Phillips & Brooks/Gladwin, Inc.

(Corporation Name)

By [Signature]

Its President/Vice President (please specify)

and [Signature]

Its Secretary/Assistant Secretary (please specify)

STATE OF Georgia)

) ss:

COUNTY OF Fulton)

I, Sandra Webb, a notary public, do hereby certify that on this

6th day of August, 19 90, personally appeared

before me Dennis J. Dickinson, who being by me first duly sworn,

declared that (s)he is the President of Phillips & Brooks/ Gladwin, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[Signature]

Notary Public

Phillips & Brooks/Gladwin, Inc.
Board of Directors

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Chairman and Chief Executive Officer

John A. Porter
1124 Lakeshore Drive
Sarasota, FL 34231

President, Treasurer, and Chief Operating Officer

Dennis J. Dickinson
1330 Northcliff Trace
Roswell, GA 30076

Secretary

C. Read Morton, Jr.
135 Foxridge, N.W.
Atlanta, GA 30327

Wilfred V. Fox
130 Churchill Drive
Dunwoody, GA 30350

H. Patrick Whitehead
775 Edgewater Trail
Atlanta, GA 30328

David M. Wilds
330 Commerce Street
Nashville, TN 37201

John D. Margeson
P.O. Box 187
Cumming, GA 30130

Daniel B. Rather
1275 Peachtree Street, N.E.
Atlanta, GA 30367-1801

Other Corporate Officers

Executive Vice President

Frank Zimmerer
1485 Redi Road
P.O. Box 267
Cumming, GA 30130

Vice President-Finance and Chief Financial Officer

William Runge, III
1485 Redi Road
P.O. Box 267
Cumming, GA 30130

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE DATE: NOVEMBER 8, 1990
DOCKET NUMBER : 90306348(351)
DATE OF INC/QUAL: NOVEMBER 25, 1953
CHARTER NUMBER : 7501151
EXAMINER : QUINT ROBINSON
TELEPHONE NUMBER: 404-656-5832
JURISDICTION : GEORGIA

REQUESTED BY:
PHILLIPS & BROOKS/GLADWIN, INC.
ATTN: WILLIAM H. RUNGE III
1485 REDI ROAD/P.O. BOX 267
CUMMING, GA 30130

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SPECIAL CERTIFICATE

I, MAX CLELAND, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

"GLADWIN, INC."
changed its name to
"PHILLIPS & BROOKS/GLADWIN, INC."
on the 25th day of June, 1990.

"PHILLIPS & BROOKS/GLADWIN, INC." is in compliance with the applicable filing and annual registration provisions of the Georgia laws relating to corporations (Title 14 of the Official Code of Georgia Annotated).

This certificate is issued under the authority of O.C.G.A. § 14-2-130 and shall be taken and received in all courts, public offices, and official bodies as prima-facie evidence of the existence or non-existence of the facts stated herein.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta