



Secretary of State
Business Services and Regulation

7

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8922519 DP
DATE INCORPORATED: NOVEMBER 22, 1989
COUNTY : COBB
EXAMINER : JACKIE SLATE
TELEPHONE : 404-656-2811

MAILED TO:

JAMES R. GEE
102 SPRINGFIELD CT. DR., #200
WOODSTOCK GA 30188

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"DENT MYERS ENTERPRISES, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: NOVEMBER 28, 1989



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

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

89 069 016 0000

ARTICLES OF INCORPORATION
OF
DENT MYERS ENTERPRISES, INC.

I.

The name of the corporation is:

Dent Myers Enterprises, Inc.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized pursuant to the Georgia Business Corporation Code as a corporation for profit for any lawful purpose not prohibited to a corporation under the applicable laws of the State of Georgia and shall be authorized in connection therewith to carry on any lawful business.

IV.

The corporation shall have authority to issue not more than 100,000 shares of common voting stock with \$1.00 par value.

V.

The corporation shall not commence business until it shall have received Five Hundred (\$500.00) Dollars in payment for the issuance of shares of stock.

VI.

The initial registered office of the corporation shall be 2879 South Main Street, N.W., Kennesaw, Georgia 30144, Cobb County. The initial registered agent for the corporation shall be Dent Myers.

VII.

The mailing address of the initial principal office of the corporation is 2879 South Main Street, N.W., Kennesaw, Georgia 30144.

VIII.

The initial Board of Directors shall consist of one (1) members whose name and address is as follows:

Dent Myers
2879 South Main Street, N.W.
Kennesaw, GA 30144

IX.

The directors of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, however, this protection shall not eliminate or limit the liability of a director:


- (a) for any appropriation, in violation of his duties, of any business opportunity of the corporation;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) for the types of liability set forth in O.C.G.A. Section 14-2-832; or
- (d) for any transaction from which the director derived an improper personal benefit.

X.

The name and address of the incorporator is:

Dent Myers
2879 South Main St., N.W.
Kennesaw, GA 30144

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



JAMES R. GEE
Attorney for Incorporator

102 Springfield Center Drive
Suite 200, Box C
Woodstock, GA 30188

(404) 924-1570

68, NOV 23 6 27 AM

SECRETARY OF STATE

CONSENT TO APPOINTMENT AS REGISTER AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation Commissioner
State of Georgia

I, Dent Myers, do hereby consent to serve as registered agent
for the corporation:

DENT MYERS ENTERPRISES, INC.

This 15th day of November, 1989.



DENT MYERS

Address of Registered Agent:

2879 S. Main Street, N.W.
Kennesaw, GA 30144

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 10/23/89
DOCKET NUMBER : 89296046
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

REQUESTED BY:

JAMES R. GEE/DEBRA JOHNSON
#200 BOX C, 102 SPRINGFIELD CR. DR.
WOODSTOCK GA 30188

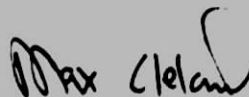
NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"DENT MYERS ENTERPRISES, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

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

89 010 016 0004

SSDL SYSDATE 11/22/89

*** DOCKET ***

DOCKET# ----- CORPORATION NAME ----- TYPE DISP
89326421 DENT MYERS ENTERPRISES, INC. DP 64
Inv/Rec Amount : \$ 60.00 Cntr-trans I/R R

BILL-TO INFORMATION :

Name: JAMES R. GEE

Addr: 102 SPRINGFIELD CTR. DR. SUITE 200

City: WOODSTOCK State: GA Zip: 30188

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor

MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

**ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS**

I. Filing Date:	11-22	Code:	DP	Docket Number:	
Assigned Exam:		Amount:	\$	By:	
Charter Number:	8922519	Completed:			64

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:	Dent Myers Enterprises, Inc.				
Mailing Address:	2879 South Main Street, N.W.				
City:	Kennesaw	County:	Cobb	State:	GA
				Zip Code:	30144
III. Fees Submitted By:	James R. Gee, Attorney				
Amount Enclosed: \$	60.00	Check Number:	141		
IV. Incorporator:	Dent Myers				
Address:	2879 South Main Street, N.W.				
City:	Kennesaw	State:	Georgia	Zip Code:	30144
Incorporator:					
Address:					
City:		State:		Zip Code:	
V. Registered Agent/Office:	Dent Myers				
Address:	2879 South Main Street, N.W.				
City:	Kennesaw	County:	Cobb	State:	GA
				Zip Code:	30144
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST			Applicant	Examiner	
1. Original and one conformed copy of Articles of Incorporation			X		
2. Corporate name verification number			X		
3. Authorized shares stated			X		
4. Incorporator's signature			X		
5. Post effective date, if applicable					
6. Number of pages attached:			7		
VII. Applicant/Attorney:	James R. Gee, Attorney		Telephone:	924-1170	
Address:	102 Springfield Center Drive, Suite 200, Box C				
City:	Woodstock,	State:	GA	Zip Code:	30188

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$90.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: James R. Gee Date: 11-15-89