PO10000074316

2072 South Military Trail, Suite 9, West Palm Beach, Florida 33415 (561) 967-7300 Fax (561) 967-7633

Don A. Paradiso Member, New York and Florida Bar

October 26, 2001

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Royal Casket Distribution Corporation P01000074316

Dear Sir or Madam:

Kindly file the enclosed articles of amendment of the articles of incorporation of Royal Casket Distribution Corporation, and return the copy provided to me, file stamped.

The following fees are enclosed:

Amendment

\$35.00

Certified Copy

\$ 8.75

Total

\$43.75

Sincerely,

Don A. Paradiso

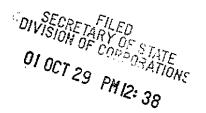
For The Firm

Amend.

300004656893--4

-10/29/01--01044--010 *****43.75 *****43.75

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



ROYAL CASKET DISTRIBUTION CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Sec. 25

Article V. of the Articles of Incorporation filed on July 27, 2001 is hereby amended as follows:

Article V. Capital Stock

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$.001 per share.

SECOND:

This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD:

The date of the amendment's adoption: October 26, 2001.

FOURTH:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 26th day of October, 2001.

Signature: Don A. Paradiso, Secretary

Printed name: Don A. Paradiso

Title: Secretary