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CLARENCE A. BUDWILL
ROBERT M. BRUNO
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ROBERT B. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

IN REPLY REFER TO:

LAKELAND

July 10, 1996

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
7-11-96

500001893775
-07/16/96--01013--010
****122.50 ****122.50

Re: Collegiate Casket Company

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Collegiate Casket Company. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941)284-2200.

Thank you for your time and consideration.

Sincerely yours,


Edwin A. Scales, III

EAS/klb
Enclosures

3:\WP\EAS\LETTER\CORP.LTR

FILED
96 JUL 15 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.16.96
KR

**ARTICLES OF INCORPORATION
OF
COLLEGIATE CASKET COMPANY**

FILED
JUL 15 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-11-96

ARTICLE I. NAME

The name of this corporation is Collegiate Casket Company.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is 419 Nansemond Avenue, Lakeland, Florida 33801.

ARTICLE III. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of this corporation is One Lake Morton Drive, Lakeland, Florida 33801; and the name of the initial registered agent of this corporation at that office is Edwin A. Scales, III.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Michael Ronald O'Connor -- President
Edwin A. Scales, III -- Secretary/Treasurer and Vice President

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

Michael Ronald O'Connor
1100 Oakbridge Parkway
#208
Lakeland, Florida 33803

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of July, 1996.

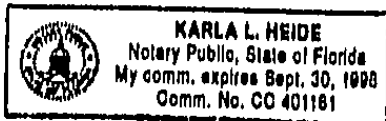
Michael Ronald O'Connor
MICHAEL RONALD O'CONNOR

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 11th day of July, 1996, by MICHAEL RONALD O'CONNOR, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(Affix notarial seal)



Karla L. Heide
NOTARY PUBLIC
Karla L. Heide
(Type or Print Name of Notary)

My Commission Expires:

FILED
95 JUL 15 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as Registered Agent for Collegiate Casket Company, hereby accepts such appointment this 11th day of July, 1996.

Edwin A. Scales, III
EDWIN A. SCALES, III