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LETTER OF TRANSMITTAL

October 10, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/21/98--01017--006
*****78.50 *****78.50

Re: CASKETSMART, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of
Incorporation, together with my check in the amount of
~~\$122.50~~ 78.50

This represents the cost of the Filing Fees, Certified Copy Of Articles of Incorporation and Fee
for Registered Agent Designation for the above named corporation.

Sincerely,

Robert C. Gray
CASKETSMART, Inc.

FILED
98 OCT 21 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

913 Kingscote Ct. Safety Harbor, FL 34695

TA-10/21/98

ARTICLES OF INCORPORATION

OF

CASKETSMART, INC.

FILED
98 OCT 21 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **CASKETSMART, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and The State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **FIVE HUNDRED** shares (500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent and principal place of business of the Corporation is:

Register Agent:
Robert C. Gray

Business Address:
913 Kingscote Ct
Safety Harbor, FL 34695

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **TWO (2)** directors initially. The number may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial directors and the principal place of business of the corporation is as follows:

Director:

Robert C. Gray
913 Kingscote Ct
Safety Harbor, FL 34695

Director:

Nancy F Burd
913 Kingscote Ct
Safety Harbor, FL 34695

Principal place of Business:

CasketSmart, Inc.
913 Kingscote Ct.
Safety Harbor, FL 34695

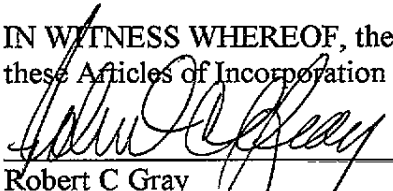
ARTICLE VII - INCORPORATOR

The name and addresses of the persons signing these Articles of Incorporation are as follows.

Robert C. Gray
913 Kingscote Ct
Safety Harbor, FL 34695

Nancy F Burd
913 Kingscote Ct
Safety Harbor, FL 34695

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 19 day of October, 1998.


Robert C Gray


Nancy F Burd

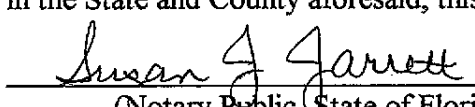
STATE OF FLORIDA)

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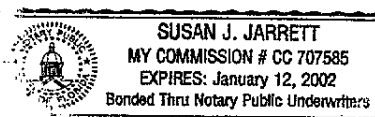
COUNTY OF Pinellas)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert C. Gray, and Nancy F Burd known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 19 day of October 1998.


(Notary Public, State of Florida at Large)
(notary seal)

My Commission expires: _____



CERTIFICATE & ACKNOWLEDGEMENT OF REGISTERED AGENT

**CERTIFICATE OF REGISTERED AGENT
OF
CASKETSMART, Inc.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office and principal place of business as indicated in the Articles of Incorporation at:

913 Kingscote Ct
Safety Harbor, FL 34695

has named Robert C. Gray located at:

913 Kingscote Ct.
Safety Harbor, FL 34695

the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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TALLAHASSEE, FLORIDA