P01000004634

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER
ROBERT K. RUSHING

TELEPHONE (904) 353-5616
FACSIMILE (904) 353-5619

January 8, 2001

VIA UPS NEXT DAY AIR

100003530351--9
-01/09/01--01097--002
*****70.00 *****70.00

EFFECTIVE DATE
1-8-01

01 JAN -9 AM 8:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

With reference to the incorporation of Water Heaters Plus, Inc., I am enclosing the following:

1. Two executed copies of Articles of Incorporation, together with Certificate Designating Registered Agent.

2. Check payable to the Secretary of State in the total amount of $70.00 to cover the filing fee of $35.00 and the Registered Agent's fee of $35.00.

With respect to the commencement of corporate existence, please notice that Article II of the Articles of Incorporation specifies that the corporation's commencement of existence shall be the date of execution of the enclosed Articles of Incorporation.

I would greatly appreciate it if you would please affix your receiving stamp on the executed copy of the Articles of Incorporation and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,

W. Robinson Frazier

WRF:dbh
Enclosures

cc: Mr. Steven Ettlinger

D. BROWN JAN 1 2 2001

EFFECTIVE DATE
1-8-01

FILED
01 JAN -9 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WATER HEATERS PLUS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is Water Heaters Plus, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal in and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

(4) To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation,

municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of $.10 per share.

ARTICLE V.

The street address of the initial registered office of the corporation is 2110 Dobbs Road, St. Augustine, Florida 32086, and the name of its initial registered agent at such address is Steven Ettlinger.

ARTICLE VI.

The mailing address of the corporation is 1960 U.S. 1 South PMB #8, St. Augustine, Florida 32086.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation are as follows:

NAME	ADDRESS
Steven Ettlinger	1960 U.S. 1 South PMB #8 St. Augustine, FL 32086

ARTICLE VIII.

The name and address of the incorporator is as follows: Steven Ettlinger, 1960 U.S. 1 South, PMB #8, St. Augustine, Florida 32086.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 8th day of January, 2001.

_______________ (SEAL)
Steven Ettlinger, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN ETTLINGER, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 8th day of January, 2001.

____
Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:

Delores B. Hanagriff
MY COMMISSION # CC893744 EXPIRES
December 9, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said statute section:

First: That WATER HEATERS PLUS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of St. Augustine, St. Johns County, State of Florida, has named Steven Ettlinger, 1960 U.S. 1 South PMB #8, St. Augustine, Florida 32086, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute section relative to keeping open said office on this 8th day of January, 2001.

By: [signature]
Steven Ettlinger, Registered Agent

FILED
01 JAN -9 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA