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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Article of Incorporation of
HPS Enterprises, Inc.

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-02/13/01--01077--004
*****78.75 *****78.75

Gentlemen:

Please find enclosed the following documents in connection with the
above-captioned matter.

1. Original and one copy of Articles of
Incorporation.
2. My trust account check in the amount of
\$78.75 representing the following: Filing
Fee: \$70.00; Certificate of Good Standing:
\$8.75 for a total of \$78.75.

Please return to the undersigned one (1) copy of the Articles of
Incorporation together with the Certificate of Good Standing.

Thank you for your attention and cooperation in this matter.

Very truly yours,



GERALD E. COWEN

GEC/kh

Enclosures-check

Sent Via UPS Overnight

D. BROWN FEB 14 2001

ARTICLES OF INCORPORATION
OF
HPS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM P. HOLLOWAY, JR., a natural person, competent to contract, does hereby make, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and pursuant to the Florida General Corporate Act, these Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be HPS ENTERPRISES, INC. The principal office and mailing address of the Corporation is 5008 Birch Drive, Fort Pierce, FL 34982.

ARTICLE II

GENERAL PURPOSE

The general purposes for which this Corporation is organized are:

A) To engage in the wholesale/retail sales of pool heaters and other related equipment, and installation thereof; and to employ personnel for the purpose of or in connection with said

business in every kind or character, and to do any and all things necessary and proper to effect such purpose

B) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to undertake, contract for or carry on any lawful business incidental to or in aid of, or advantageous in pursuance of, any of the objects or purposes of the Corporation, and employ personnel for the purpose of or in connection with said business in every kind or character and to do any and all things necessary and proper to effect the Corporation's purposes.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any time shall be One thousand (1,000) shares of common stock, all of a single class; such shares to be of One Dollar (\$1.00) par value each, all of which shares shall be issued fully paid and non-assessable. Each of said shares of common stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting.

The capital stock of this Corporation may be paid for in lawful money of the United States of America, or in property, labor

or services at a fair and just valuation to be fixed by the stockholders, at any regular or special meeting of this Corporation.

ARTICLE IV

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to Section 607.0630 Florida Statutes, as amended from time to time.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial Registered Agent of this Corporation is WILLIAM D. HOLLOWAY, JR., and the street address of the initial Registered Agent is 5008 Birch Drive, Fort Pierce, FL 34982; but this Corporation shall have the power to move the registered office or to change the name of the registered agent to any other person or location in the State of Florida that may be deemed expedient.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

The number of initial Directors of this Corporation shall be One (1). The number of Directors may be increased or decreased from time to time, in accordance with the By-Laws, but shall never be less than One (1) nor more than Five (5). The names and street addresses of the member of the first Board of Directors and

officers who, unless otherwise provided by the By-Laws or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, shall be:

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WILLIAM D. HOLLOWAY, JR.	5008 Birch Drive Fort Pierce, FL 34982	President/Director

ARTICLE VII

INCORPORATOR AND SUBSCRIBER

The name and street address of the Incorporator and Subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. HOLLOWAY, JR.	5008 Birch Drive Fort Pierce, FL 34982

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify any officer, incorporator or director, including former officers, incorporators and directors, to the full extent permitted by law, including, but not limited to, Florida Statutes, Section 607.0850, as amended from time to time.

Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manner of indemnification as they may deem proper. The foregoing Right of

Indemnification shall be in addition to, and not exclusive of, all other rights to which any director or officer or stockholder may be entitled to as a matter of law or otherwise.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the stockholders. However, the stockholders may repeal or change any By-Law adopted by the Board of Directors, and the stockholders may prescribe in any By-Laws made by them that such By-Law not be altered, amended or repealed by the Board of Directors.

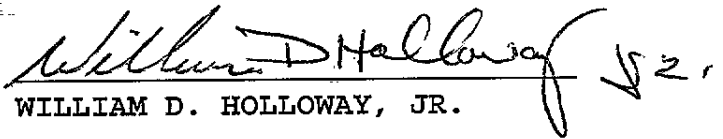
ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law, and any and all rights conferred upon the stockholders of the Corporation are subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their

intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, as Incorporator and Subscriber, have executed these Articles of Incorporation this 12th day of February, 2001.


WILLIAM D. HOLLOWAY, JR.

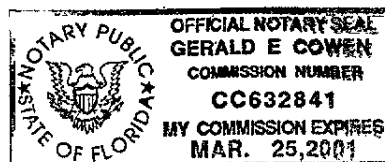
STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, appeared WILLIAM D. HOLLOWAY, JR., described in and who executed the above and foregoing Articles of Incorporation of HPS ENTERPRISES, INC.; who is personally known to me (or who produced drivers license identification), and acknowledged before me that he executed the same for the purposes therein expressed, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of February, 2001, in the County and State aforesaid.


NOTARY PUBLIC-STATE OF FLORIDA

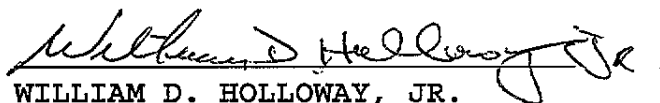
My Commission Expires:



ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as Registered Agent, and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


WILLIAM D. HOLLOWAY, JR.

DATED: 2/12/, 2001