

P96000046775

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

MAY 20th./96

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for SAVE TECHNOLOGY INC. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

300001844303
-05/30/96--01041--009
*****70.00 *****70.00


Robert Gravel.

FILED
96 MAY 28 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-3-96
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ARTICLE OF INCORPORATION
OF
SAVE TECHNOLOGY U.S.A. INC.

I, the undersigned, being the sole incorporator of SAVE TECHNOLOGY U.S.A., INC., do hereby form a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit.

ARTICLE I

The name of the corporation shall be:

SAVE TECHNOLOGY U.S.A., INC.

The principle office is:

1436 E. Atlantic Blvd.
Pompano Beach, Fl 33060

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ARTICLE II

NATURE OF BUSINESS

The Corporation shall engage in the business of wholesale sales of water heaters and any transaction or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) Shares of Common Stock at \$1.00 per value per share.

ARTICLE IV

POWERS

The Corporation shall have the powers conferred by these Articles, corporate By-laws, and the laws of the States of Florida and the United States of America.

ARTICLE V

TERMS OF EXISTENCE

The existence of the corporation is perpetual.

ARTICLE VI

REGISTER OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1436 E. Atlantic Blvd. Pompano Beach, Fl 33060. The name and address of the initial registered agent of this Corporation is:

ROBERT GRAVEL
1436 E. Atlantic Blvd.
Pompano Beach, Fl 33060

ARTICLE VII

OFFICERS AND DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be One (1) and may be increased or decreased by amendment to the By-laws. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business properly carried out by the directors on behalf of the corporation shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting has been held. The names and addresses of the members of the first Board of Directors slate of Corporate officers are as listed below:

| NAME | TITLE | ADDRESS |
|---------------|---------------------|-------------------------|
| ROBERT GRAVEL | Director/President | 1436 E. Atlantic Blvd. |
| | Secretary/Treasurer | Pompano Beach, Fl 33060 |

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the subscribers to the Article of Incorporation, and the number of of shares of stock that they agree to take are as follows:

| NAME | ADDRESS | SHARES |
|--------------------------|--|--------|
| TECHNOLOGIES E.W.H. INC. | 3195 Dickson Montreal, PQ H1N 2J9 Canada | 100 |

ARTICLE IX

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No current or other transaction between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such Corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is hereby relieved from any liabilities except for fraud, that might otherwise exist from his contracting with this Corporation, in which he may be in any way interested. Any Director of this Corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regards to the fact that he is also a director of such a subsidiary or controlled Corporation. Any person made a party to any action, suit or proceeding relating to the performance by him, or his duties as a Director, Officer or employee of this Corporation or any Corporation which he served as such at the request of this Corporation or any Corporation which he served as such at the request of this Corporation, shall be indemnified by the Corporation against reasonable expense, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, Officer or employee may be entitled by law.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

1244 STOCK

The stock of the Corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order for the stockholders of the Corporation to receive the benefits thereunder.

IN WITNESS WHEREOF, I have made, executed and acknowledged these Articles of Incorporation as incorporator, this 20rd day of May, 1996.


ROBERT GRAVEL

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20rd day of May, 1996, by ROBERT GRAVEL, who is personally known to me.

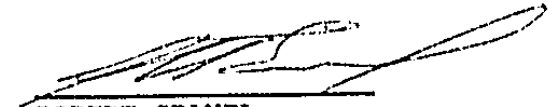

NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

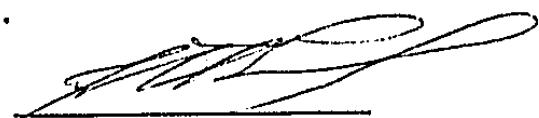
FIRST: That SAVE TECHNOLOGY U.S.A., INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business in Deerfield Beach, State of Florida,
has named ROBERT GRAVEL, located at 1436 E. Atlantic Blvd.
Pompano Beach, Fl 33060, as its Agent to accept service of
process within Florida.


ROBERT GRAVEL

TITLE: President

DATE: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATES CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


ROBERT GRAVEL

TITLE: President

DATE: _____

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