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May 30, 1997

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

000002198260--8
-06/02/97--01110-012
*****70.00 *****70.00

In Re: Universal Motors & Pumps, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation of Universal Motors & Pumps, Inc., and a check for \$70.00 to cover expenses of filing.

Also enclosed are extra copies of the Articles. Please stamp same as received and return them to me, and I shall be ever so much obliged.

Respectfully yours,

Maurice W. Goldstein/By BH

Maurice W. Goldstein

Enclosures

DMG
6/5/97

FILED
97 JUN -2 AM 9:10
SECY. OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
UNIVERSAL MOTORS & PUMPS, INC.

97 JUN -2 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a corporation under Chapter 607, Florida Statutes, sets forth the following:

ARTICLE I

The name of the corporation shall be Universal Motors & Pumps, Inc. The address of the principal office of the corporation and the mailing address of the corporation is 1771 E. 30th Street, Jacksonville, Florida 32206.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The general purpose for which the corporation is organized shall be any lawful business, for profit, for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of non-assessable common stock, each share having a par value of \$1.00, which may be issued for such consideration having a value of not less than the par value of the shares issued therefor as to the board of directors shall be deemed appropriate.

ARTICLE V

The street address of the corporation's initial registered office is 1771 E. 30th Street, Jacksonville, Florida 32206, and the name of its initial registered agent at that office is Elizabeth R. Gibson. A written acceptance as required in §607.0501(3), Florida Statutes, is attached hereto and made a part hereof.

ARTICLE VI

The number of directors constituting the initial board of directors is 1 and the names and addresses of those persons who shall serve as directors are:

Elizabeth R. Gibson; 1771 E. 30th Street, Jacksonville, Florida 32206.

ARTICLE VII

The date and time of the commencement of the corporate existence shall be the day of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VIII

The shareholders shall have preemptive rights. The holders of common stock shall have preemptive rights to subscribe pro rata to their holdings for any common stock issued after the initial shares are issued.

ARTICLE IX

The name and address of the incorporator:

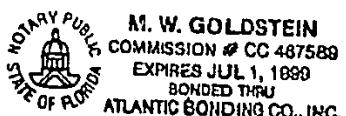
Elizabeth R. Gibson; 1771 E. 30th Street, Jacksonville, Florida 32206.

WITNESS the signature of the incorporator at Jacksonville,
Florida, on this 30th day of May, 1997.

Elizabeth R. Gibson

STATE OF FLORIDA) ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me on the _____
30th day of May, 1997, by Elizabeth R. Gibson
_____, who is personally known to me.



Notary Public, State of Florida
at large.
Commission Number: CC-467589
Commission Expires: July 1, 1991
Print Name: M.W. Goldstein

FILED

97 JUN -2 AM 9:10

SEC. 1. BY STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of applicable Florida Statutes, the following
is submitted, in compliance with said law:

That Universal Motors & Pumps, Inc.,
desiring to organize under the laws of the State of Florida, with
its registered office as indicated in the Articles of
Incorporation at 1771 E. 30th Street, Jacksonville, FL 32206,
has named Elizabeth R. Gibson, located at 1771 E. 30th
Street, Jacksonville, Florida 32206, as its registered
agent to accept service of process within this state.

Elizabeth R. Gibson

INCORPORATOR(S)

ACKNOWLEDGMENT:

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 law relative to keeping open said office.
I am familiar with and accept the responsibilities of the appointment.

Elizabeth R. Gibson