

ARTICLES OF INCORPORATION

PUMPS UNLIMITED, INC.

STATE OF ALABAMA )

SHELBY COUNTY )

TO THE HONORABLE JUDGE OF PROBATE

SHELBY COUNTY ALABAMA:

The undersigned, acting as the incorporators of a corporation under the Code of Alabama adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name and style of the proposed corporation is "PUMPS UNLIMITED, INC."

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

(a) To operate and engage in selling new, rebuilt, and reconditioned parts for pumps and to perform all acts necessary and proper to carry on such business.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equipment, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in, and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choices in action, securities, stocks, bonds, warrants, scrip, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal

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property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on the business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation and to do all things specified in Title 10-2A-160 of the Code of Alabama, 1975, as amended, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things herein above set forth and to the same extent and as fully as natural person might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

(g) To take, own, hold, deal in, mortgage or otherwise encumber, and to purchase, sell, lease, exchange, transfer or in any manner whatever dispose of any real property and personal property or choices in action within or without the State of Alabama.

(h) To borrow money and to give as security therefore any property, real, personal or mixed, owned by the corporation, or in which the corporation has any interest.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as such object expressed and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitations of said general powers.

#### ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 (\$10.00) Dollars each, and the corporation shall begin business with the issuance of One Hundred shares of common stock with a total capital of One Thousand and No/100 (\$1000.00) Dollars.

#### ARTICLE V

The dates on which the stockholders annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the Bylaws of the corporation. Officers may be created by the Bylaws and filled by the Board of Directors. The corporation shall have the power to make Bylaws for the government and regulation of the corporation, its agents, servants, officers and employees.

#### ARTICLE VI

The address of the initial registered office of the corporation is PUMPS UNLIMITED, INC., 1601 Bent River Circle, Birmingham, Alabama 35216, and the name of its initial registered agent at its address is WILLIAM DAVID BRADFORD.

#### ARTICLE VII

The number of Directors consisting the initial Board of Directors of the corporation are two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

WILLIAM DAVID BRADFORD  
1601 Bent River Circle  
Birmingham, AL 35216

CAROL A. HOSMER  
1601 Bent River Circle  
Birmingham, AL 35216

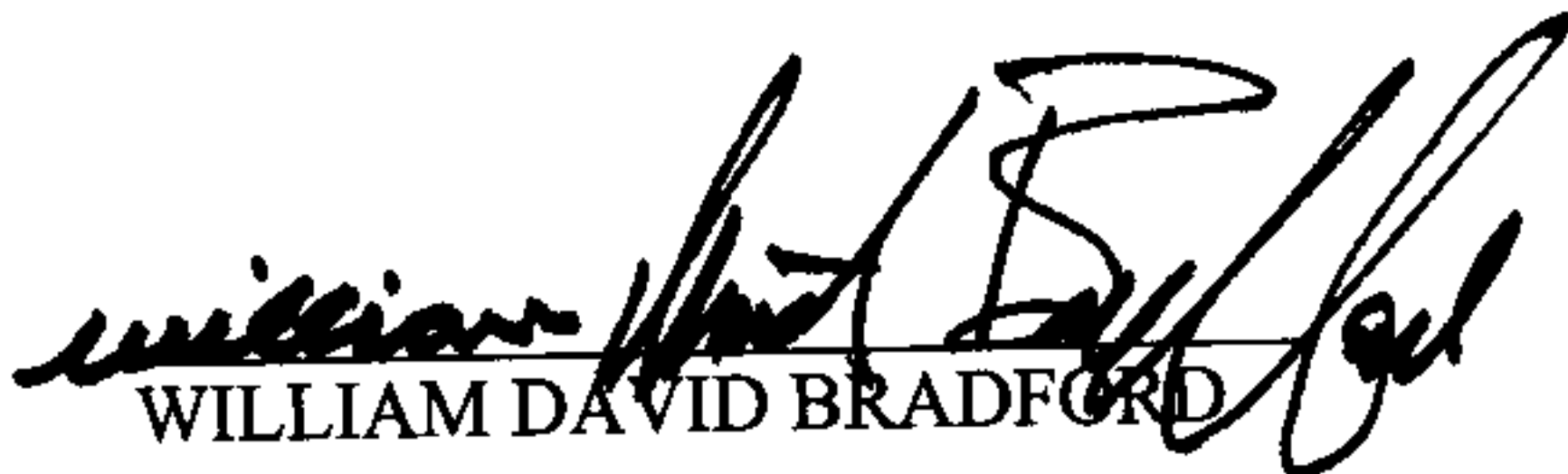
ARTICLE VIII

The names and addresses of the incorporators are:

WILLIAM DAVID BRADFORD  
1601 Bent River Circle  
Birmingham, AL 35216

CAROL A. HOSMER  
1601 Bent River Circle  
Birmingham, AL 35216

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to the Articles of Incorporation on this 6<sup>th</sup> day of September 2001.

  
WILLIAM DAVID BRADFORD

  
CAROL A. HOSMER



STATE OF ALABAMA )

COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that WILLIAM DAVID BRADFORD and CAROL A. HOSMER, whose names are signed to the foregoing Articles of Incorporation of PUMPS UNLIMITED, INC., and who are known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, did execute the same voluntarily on the day the same bears date and said Articles are the act and deed of the signers and the facts stated therein true and correct.

Given under my hand and seal this 6<sup>th</sup> day of September 2001.

Lynn G. Robinson, Notary Public Lynn G. Robinson

My Commission Expires: 10-10-2002

This instrument Prepared By:

Eva J. Grill  
%Complete Accounting & Tax Service  
131 Meadland Circle  
Hueytown, Alabama 35023

(205) 744-6622....(205) 744-6650 FAX

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**Pumps Unlimited, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Eva J Grill, 131 Meadland Circle, Hueytown, AL 35023 for a period of one hundred twenty days beginning August 27, 2001 and expiring December 26, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 27, 2001

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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