



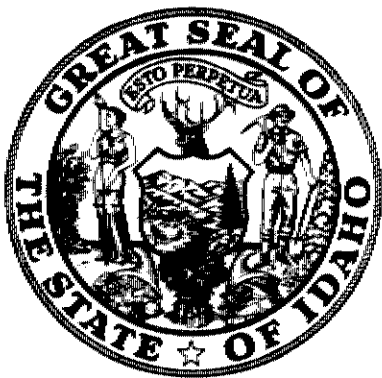
**CERTIFICATE OF INCORPORATION
OF**

RELIANCE ENTERPRISE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *December 12, 1988*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *R. Kinoman*

PETER B. WILSON
ATTORNEY AT LAW
P. O. BOX 749
BONNERS FERRY, IDAHO
83805
TELEPHONE 267 3127

Dec 12 10 33 AM '88
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
RELIANCE ENTERPRISE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is RELIANCE ENTERPRISE,
INC.

II.

P U R P O S E S

The purpose of this organization shall be:

The engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the general business of installation of plumbing, heating and air conditioning, as contractor or subcontractor, in new construction or as repairs or remodeling of existing structures; and to manufacture, buy, sell, and otherwise deal in plumbing fixtures, pipes, accessories, and fittings necessary or useful in such occupation, together with such other items needed for the business of plumbing, heating and air conditioning.

To engage in the buying, selling, and manufacturing of plumbing, heating and air conditioning supplies of every kind, nature, and description, both domestic and industrial, and in the buying and selling of all building supplies and equipment of any kind, nature, or description whatsoever.

To manufacture, produce, purchase, or otherwise acquire, own, deal in, sell, pledge, or otherwise dispose

of, at wholesale and retail, equipment, accessories, and chemical supplies used in the manufacturing, production, and maintenance of private and commercial swimming pools and spas; all water sports equipment and paraphernalia used in water sports; chemicals of every description, acids, alkalies and salts, paints, oils, varnishes, colors and pigments, drugs and pharmaceutical preparations, which can be used in the testing or purification of water used in swimming pools; and all articles or materials necessary or useful in connection therewith; and in general, goods, wares, and merchandise of every description.

To engage in the general business of acquiring, selling and installing sprinkler systems and irrigation systems and fire systems as a contractor or subcontractor; and to manufacture, buy, sell, and otherwise deal in fixtures, equipment and parts and fittings necessary or useful in such occupation.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of

general terms or of the general powers of the corporation;
nor shall the expression of one thing be deemed to exclude
another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and
proper for the accomplishment of any of the purposes or the
attainment of any of the objects or the furtherance of any
of the powers hereinbefore set forth, either alone or in
association with other corporations, firms or individuals,
and to do every other act or acts, thing or things incidental
or appurtenant to or growing out of or connected with the
aforesaid objects and purposes or any part or parts thereof,
provided the same be not inconsistent with the laws under
which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the
street address of the registered office of the corporation
in the State of Idaho is 1070 South Main Street, with a
present mailing address of P. O. Box 22, Bonners Ferry,
Idaho 83805, and the name of the registered agent is Don
Brooks, at the above address.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is 125,000. The stock shall be non-assessable, and divided into shares with a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is \$125,000.00.

VI.

R I G H T S A N D R E S T R I C T I O N S O F S H A R E S O F S T O C K

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of two (2) directors, unless all of the shares of the corporation are owned beneficially and of record by either one or two shareholders. In such case the number of directors shall be the same as the number of

shareholders, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

VIII.

I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME	ADDRESS	CLASS	SUBSCRIPTION
DON AND SHIRLEY BROOKS	1070 S. Main Street, Bonners Ferry, Idaho 83805	Common	1

DATED this 8th day of December, 1988.



DON BROOKS



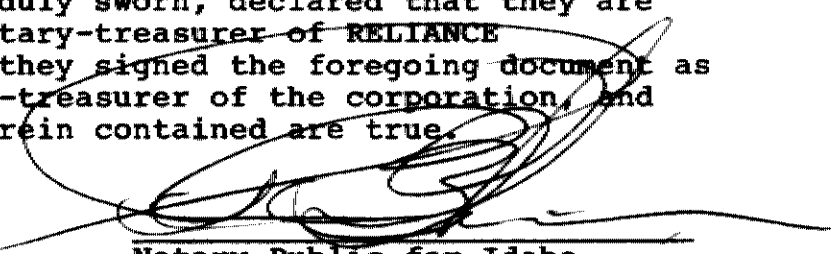
SHIRLEY BROOKS

STATE OF IDAHO)

) ss

County of Boundary)

I, Peter B. Wilson, a notary public, do hereby certify that on this 8th day of December, 1988, personally appeared before me DON BROOKS and SHIRLEY BROOKS, who, being by me first duly sworn, declared that they are the president and secretary-treasurer of RELIANCE ENTERPRISE, INC., that they signed the foregoing document as president and secretary-treasurer of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Bonners Ferry
Commission Expires: 11/14/91