

**ARTICLES OF INCORPORATION
OF
Flood Guard, Inc.**

FILED
97 DEC 12 AM 8:54
SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator(s) desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE: The name of the corporation shall be **Flood Guard, Inc.**

ARTICLE TWO: The period of duration of the corporation is perpetual.

ARTICLE THREE: The purposes of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

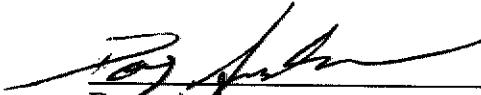
ARTICLE FOUR: There shall be one class of common stock. The total authorized number of shares of common stock without par value is one million (1,000,000) shares.

ARTICLE FIVE: The address of the corporation's initial registered office in the State of Idaho is 1824 East Lookout Drive, Coeur d' Alene, ID 83814. The name of the corporation's initial registered agent at such address is Doug Anderson.

ARTICLE SIX: The number of directors constituting the initial board of directors is two and the name and addressee of the person who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:
Doug Anderson

ARTICLE SEVEN: The names and address of the incorporator is:
Doug Anderson
1824 East Lookout Drive
Coeur d' Alene, ID 83814

Dated: 12-3-97



Doug Anderson
Incorporator

IDAHO SECRETARY OF STATE
12/12/1997 09:00
CK: 1227 CT: 46326 BH: 63879
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