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2002 JUN 20 AM 9:00
SECRETARY OF STATE
STATE OF IDAHO

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF EFFLUENT TECHNOLOGIES, INC.

a Non-Profit Corporation

The undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Idaho Non-Profit Corporation Act, adopt the following Second Amended and Restated Articles of Incorporation for such Corporation.

ARTICLE I

The name of the corporation is EFFLUENT TECHNOLOGIES, INC.

ARTICLE II

The period of duration of this corporation is perpetual.

ARTICLE III

The Corporation is organized for the following purposes:

A. To inspect, maintain, monitor and sample, wastewater from treatment systems of Allstar Industries, LLC, an Idaho limited liability company that will manufacture and install Norweco Extended Septic Systems in all counties south of the Idaho County boarder.

B. To do all lawful things necessary for the continued inspection and maintenance of the treatment system including annual sampling of effluent. Samples are to be analyzed by a certified laboratory. Also, the Corporation shall perform periodic sampling of the settled solids in the aeration chamber of wastewater treatment systems manufactured by Allstar Industries, LLC.

C. To engage in any and all activities and pursuits as may be reasonably related to the foregoing and following purposes, and all things necessary to be done by a nonprofit organization under the laws of the State of Idaho, so long as the purpose is to carry out the necessary functions of the Corporation which include the ability to enter into contracts and agreements for the inspection and annual monitoring and sampling of the effluent along with maintenance of the treatment systems, to bring and defend actions, to collect funds for the continued maintenance and operation of the Corporation and each individual wastewater treatment system manufactured by Allstar Industries, LLC. Also, the funds collected will be used for continued maintenance, monitoring and sampling of the effluent. Funds collected from each member will be separately maintained and used specifically for that member's maintenance, monitoring, and sampling of their individual system.

D. The Corporation will provide each new member with a copy of the Second Amended and Restated Articles of Incorporation, By-Laws, Covenants and Contracts.

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E. Norweco Extended Septic Systems contracts will be in effect for a period of **two** years. At such time, the Corporation shall become self-sustaining with Maintenance Agreements in effect.

F. Additional service will be provided to members who's systems fail to achieve the standard set forth in the Technical Guidance Manuel under Extended Treatment Package Systems.

ARTICLE IV

The Corporation shall have Members. There shall be no stock issued and no dividends or pecuniary profits or income declared or distributed to the Members. Each Member shall be issued Certificates of Membership in the form of a Member Agreement that is required to be signed by each Member.

Membership shall be restricted to and must be granted to only those individuals, sole proprietorships, corporations, general or limited partnerships, limited liability companies, or other entities or associations which:

A. Own improved real estate in in all counties south of the Idaho county boarder in which exists an operational wastewater treatment system manufactured by Allstar Industries, LLC, and

B. Sign and record a Member Agreement substantially in the form as set out on Exhibit "A" which is attached hereto, and incorporated herein by reference.

Each Member shall have one vote and be entitled to only one membership and only one Certificate of Membership in the Corporation for each wastewater treatment system the Member owns, that was Manufactured by Allstar Industries, LLC, notwithstanding that one or more individuals or entities may comprise the ownership of the property on which the treatment systems are installed. The phrase "treatment system" when used throughout these Second Amended and Restated Articles of Incorporation, Bylaws and Agreements shall mean only those wastewater treatment systems manufactured by Allstar Industries, LLC and which are installed in the State of Idaho and owned by Members of the Corporation. A treatment system will be considered to be one singular treatment system for each permit that is required for the particular location in which it is installed notwithstanding the number of modules the system has. The Corporation shall have the power to assess a management, service, and maintenance fee (hereinafter collectively referred to as "assessment") and the payment of all current and past due assessment shall be a prerequisite to voting at any meetings of the Members. No expulsion of Members or cancellation of voting rights is permitted, except in the event the treatment system is disconnected or is removed from the Members property. Membership and voting rights in the Corporation shall be appurtenant to the property described in each Member Agreement, and no membership or Certificates of Membership shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of said land shall be determinative of the right to exercise the powers of membership in this Corporation. Membership and voting rights shall inure to the benefit of any person who shall become the owner of any property, and system described in the Member Agreement. Members shall notify the Corporation of the name of any new owner upon the transfer of the members property. Membership in this association shall be assessable to the Members thereof, as may be provided in the Bylaws, and such Members shall be personally liable for the assessments of fees, as may be provided by the Bylaws of the Corporation. New Members shall be admitted and shall be entitled to vote and share in the property of the association with the old Members in accordance with the general rules of membership. Unpaid fees shall be deemed to be a lien against the individual or property for which assessment has not been paid.

ARTICLE V

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all the assets of the corporation by transferring the same to such organization or organizations organized and operated as nonprofit organizations for purposes similar to the purpose of Effluent Technologies, Inc. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes. Dissolution shall be limited to connection to a municipal waste water treatment facility or merger with another approved, non-profit corporation having management capability.

Members shall not be authorized to vote the corporation out of existence without the approval of the Idaho Department of Environmental Quality.

ARTICLE VI

The name and address of its initial registered office in the State of Idaho is c/o Barry South, 3007 East 49th North, Idaho Falls, Idaho 83401.

ARTICLE VII

Each Member of the corporation shall also be a Director. The number of Directors constituting the initial Board of Directors is three and the name and address of the initial Board of Directors is as follows:

Barry South
3007 East 49th North
Idaho Falls, Idaho 83401

Randy South
3007 East 49th North
Idaho Falls, Idaho 83401

Darryl Cunningham
3007 East 49th North
Idaho Falls, Idaho 83401

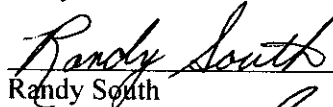
The Bylaws and Articles of Incorporation may be altered, amended, restated or repealed and new Bylaws or Articles may be adopted at any Annual Meeting of the Board of Directors or Members or at any Special Meeting of the Board of Directors or Members called for that purpose, provided however, that in order to ensure that the proposed changes are not contradictory to the overall goal of providing perpetual operation and maintenance of the treatment systems owned by the Members of the Corporation, no material changes that effect any of the twenty-five requirements set forth in the Technical Guidance Manual of the Idaho Department of Environmental Quality shall be approved by the Board of Directors.

The Corporation will indemnify any director, officer, employee or agent of the Corporation in accordance with Idaho Statute 30-3-88, as currently enacted.

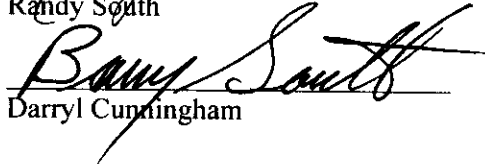
IN WITNESS WHEREOF, these Third Amended and Restated Articles of Incorporation have been signed this day 14th day of June, 2002.

A handwritten signature in cursive script, appearing to read "Barry South", written over a horizontal line.

Barry South

A handwritten signature in cursive script, appearing to read "Randy South", written over a horizontal line.

Randy South

A handwritten signature in cursive script, appearing to read "Darryl Cunningham", written over a horizontal line.

Darryl Cunningham