

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
AQUACARE SPECIALIST, INC.**

2007 FEB -9 AM 8:47

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be AquaCare Specialist, Inc.

ARTICLE II. SHARES

The total authorized number of shares of this corporation is 10,000 shares of stock, all of which will be Common Shares with no par value. It is intended that such stock shall qualify under §1244 of the Internal Revenue Code.

ARTICLE III. REGISTERED AGENT

The registered agent of this corporation and the street address of the registered office of this corporation are as follows:

Gary Nelson

1351 John Adams Pkwy., Idaho Falls, ID 83401

ARTICLE IV. DIRECTORS

1. Name and Number. The number of directors of this corporation and the manner in which such directors are to be elected shall be as set forth in the by-laws.

2171430

The name and address of the initial directors is as follows:

Gary Nelson	1351 John Adams Pkwy., Idaho Falls, ID 83401
Lori A. Nelson	1351 John Adams Pkwy., Idaho Falls, ID 83401
Jennifer Knight	447 10 th St., Idaho Falls, ID 83404

2. Limitation on Liability. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- a. Acts or omissions involving intentional misconduct by a director or a knowing violation of law by the director;
- b. Conduct violating certain distributions by the corporation; or
- c. Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE V. INDEMNIFICATION

The corporation shall indemnify and advance expenses to its directors, officers, agents, and employees as follows:

1. Directors and Officers. The corporation shall indemnify its directors and officers to the fullest extent permitted by the law now or hereafter in force. However, such indemnity shall not apply on account of:

- a. Acts or omissions of the director and officer finally adjudged to be intentional misconduct or a knowing violation of law;
- b. Conduct of the director and officer finally adjudged to be in violation of the law; or
- c. Any transaction with respect to which it is finally adjudged that such director and officer personally received a benefit in money, property, or services to which the director and officer were not legally entitled.

It shall advance expenses for such persons pursuant to the terms set forth in the by-laws, or in a separate directors' resolution or contract.

2. Employees and Agents Who Are Not Directors. The corporation shall indemnify and advance expenses to its employees and agents who are not directors to the extent authorized by the Board of Directors or the by-laws, and consistent with law.

3. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such by-laws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such by-laws, resolutions, contracts, or further arrangements shall include, but not be limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

4. Survival of Indemnification Right. No advancement or repeal of this Article shall apply to or have any effect on any right of indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

5. Service to Other Entities. The indemnification and advancement of expenses provided under this Article shall apply to directors, officers, employees, or agents of the corporation for both (a) service in such capacity for the corporation, and (b) service at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic

corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

ARTICLE VI. MAJORITY SHAREHOLDER APPROVAL

If a vote of the shareholders is required to authorize any of the following matters, such matters need to be approved only by a majority of all votes of each voting group entitled to be cast on the matter:

1. Amendment to Articles of Incorporation
2. Plan of Merger or Plan of Share Exchange
3. Sale, lease, exchange, or other disposition of all or substantially all of the property of the corporation, other than in the usual and regular course of business.
4. Proposal to dissolve the corporation

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Gary Nelson 1351 John Adams Pkwy., Idaho Falls, ID 83401

ARTICLE VIII. PURPOSE OF THE CORPORATION

The purpose of this corporation is aquarium care, and to perform any and all lawful business.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these
Articles of Incorporation this 6th day of FEBRUARY 2007.


Gary Nelson, Incorporator