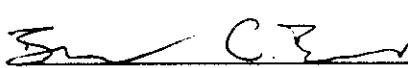


ARTICLES OF INCORPORATION**OF****CLEARWATER CAPITAL CORP.***2003 SEP 15 PM 1:59**STATE OF IDAHO*

- I. Name of Corporation:** The name of the corporation is Clearwater Capital Corp.
- II. Period of Duration:** The period of duration is perpetual.
- III. Corporation Purposes:** The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho.
- IV. Authorized Shares:** The corporation shall have authority to issue 10,000 shares of common stock, all of which shall be of non par value.
- V. Registered Agent and Address:** The address of the corporation's initial registered office is 2260 W. Lowry St., Meridian, ID 83642. The name of its official registered agent at such address is Brandon C. Bailey.
- VI. Initial Incorporator:** The name and address of the initial incorporator is: Brandon C. Bailey, 2260 W. Lowry St., Meridian, ID 83642.
- VII. Address for Notices:** The address where notices may be mailed is Attn: Brandon C. Bailey, 2260 W. Lowry St., Meridian, ID 83642.
- VIII. Liability of Directors and Officers:** The personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer is hereby eliminated and no director or officer shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except that the personal liability of a director or officer to the corporation or its stockholders for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for any transaction from which the director or officer derived a legally improper personal benefit shall not be eliminated.

Dated this 12th day of September, 2003.


BRANDON C. BAILEY - INCORPORATOR

Telephone: (208) 884-5538

IDaho SECRETARY OF STATE
09/15/2003 05:00
CK: 1054 CT: 172959 BH: 701762
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