

**CERTIFICATE OF THE SECRETARY**

**OF**

**WATERPRO, INC.**

I, Curtis DeYoung, duly-elected Secretary of Waterpro, Inc., a Utah corporation (the "Corporation"), hereby certify that attached is a true and correct copy of the Amended and Restated Articles of Incorporation of the Corporation and Bylaws as in effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10<sup>th</sup> day of November, 2004.

/s/ Curtis DeYoung

Curtis DeYoung, Secretary