

ARTICLES OF INCORPORATION
OF
FLANDERS CORPORATION

THE UNDERSIGNED natural person of the age of eighteen (18) years or more, acting as incorporator under the provisions of the North Carolina Business Corporations Act (the "Act"), adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation (the "Corporation") is:

FLANDERS CORPORATION

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE IV
CAPITALIZATION

The Corporation shall have authority to issue shares as follows:

A. Fifty million (50,000,000) shares of common stock, with par value of \$.001 per share. Each share of common stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of shareholders.

B. Ten million (10,000,000) shares of Preferred Stock, with par value of \$.001 per share, to be issued in the form and manner, with the relative rights, preferences, qualifications, limitations or restrictions thereon as the Board of Directors shall determine.

**ARTICLE V
REGISTERED AGENT**

The address of the registered office of the Corporation in the State of North Carolina is 531 Flanders Filters Road, Washington, North Carolina 27889. The name of the initial registered agent of the Corporation at that address is Steven K. Clark.

**ARTICLE VI
DIRECTOR LIABILITY LIMITATION**

1. To the fullest extent provided under North Carolina law, the Board of Directors of the Corporation (or any individual member thereof) shall not be personally liable for monetary damages to the Corporation or its shareholders for any action taken, or any failure to take any action, including, but not limited to, any action against a director for breach of fiduciary duties, provided that, this provision shall not eliminate or limit the liability of a director for (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under G.S. 55-8-33, (iii) any transaction from which the director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date the provisions became effective.

2. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

3. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article VI, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of any such inconsistent provision.

**ARTICLE VII
BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of one (1) member. The name and address of the person who is to serve as director until the first annual meeting of stockholders and until his successors are elected and qualify is as follows:

Steven K. Clark
531 Flanders Filters Road
Washington, N.C. 27889

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**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Steven K. Clark
531 Flanders Filters Road
Washington, N.C. 27889

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, as of this 4th day of January, 1996.

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Steven K. Clark

I hereby agree to serve as registered agent of the Corporation.

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Steven K. Clark

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