

Division of Corporations

PERSONNEL

Page 1 of 1

0988EPI 13 EP 103-2215

Federal Department of State
Division of Corporations
Public Access System

THE MASSACHUSETTS

Electronic Filing Cover Sheet

Number of pages on this page no used as a cover sheet. (Type the exact number of pages (known or estimated) on this page no below of fully pages of the document.)

((00000022 0065033))

I State DOCUMENT in the REEFERS/RECORDS but only for reference of this page. Do not sign or file document and do not cover sheet.

To
Division of Corporations
Fax: Number : 0580 0956-0831

From
Account Name : MASSACHUSETTS CORPORATION
Account Number : 120000000137
E Page : 0584 782-0000
Fax Number : 0584 782-8252

MASSACHUSETTS CORPORATION (0584EPI 13)

MASSACHUSETTS CORPORATION, INC.

Certification of State:	0
Certification of Copy:	0
Page Count	05
Estimated Charge	00000

Electronic Filing Fee:

Corporate Filing:

Public Access Fee:

15600005-0038 1100000000 1200000000 1000000000 FEDERAL DEPT OF STATE



FEDERAL DEPARTMENT OF STATE

Richard H. Egan
Secretary of State

September 15, 2005

EXHIBIT 1000000000

SUBJECT: MANDI H. PAINTER, INC
REF: 10000000001739

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the completed document, including the electronic filing receipt.

If the name designated in your document is not a valid name since it is the same as another name not distinguishable from the other name of an existing entity.

Please select a new name and make the correction in all appropriate places. (Do not use any special characters in the name distinguishable from the name presently on file).

Adding "of Florida" or "Florida" to the end of the name is not acceptable.

The document number of the name conflict is: 100000000032655.

If you have any further questions concerning your document, please call (850) 245-6522.

John Bureau
Document Specialist
New Filings Section

EXHIBIT # 100000000032655
Letter Number 10000000005804

THE COMPANY'S ARTICLES

FILED

16 SEP 19 11 58 AM '06

ARTICLES OF ASSOCIATION

SECRETARY'S OFFICE

WALLITEK AND UTILITIES INC.

The memorandum of association and articles of association of Wallitek and Utilities Inc. are contained in the contract and hereby form the constitution of the company under Chapter 67 of the Companies Act.

ARTICLE 1 - NAME

The name of this corporation is **WALLITEK AND UTILITIES INC.** (hereinafter "Corporation").

ARTICLE 2 - JURISDICTION OF INCORPORATION

This corporation shall have its principal office and its registered office in the State of Ontario, Canada.

ARTICLE 3 - NATURE OF BUSINESS

This corporation may engage in any activity or business or activities that are lawful in the State of Ontario.

ARTICLE 4 - CAPITALIZATION

14.1 This Corporation is authorized to issue 1,000 shares of \$1.00 of par value common stock of which 100 shares shall be designated as "Common Shares".

14.2 All shares of this Corporation shall have any and all the rights and privileges of the shares of this Corporation as set forth in the certificate of shares or any other instrument in writing which may be issued by the Corporation in connection with the issue of such shares, and as to which the Board of Directors may, from time to time, make such amendments as it may see fit, provided that such amendments shall not be made in a manner which is inconsistent with the provisions of the Companies Act.

14.3 The Board of Directors of this Corporation may, from time to time, issue such shares of this Corporation as it may see fit, provided that such shares shall be issued in accordance with the provisions of the Companies Act and the provisions of the certificate of shares or any other instrument in writing which may be issued by the Corporation in connection with the issue of such shares.

14.4 The Board of Directors of this Corporation may, from time to time, issue such shares of this Corporation as it may see fit, provided that such shares shall be issued in accordance with the provisions of the Companies Act and the provisions of the certificate of shares or any other instrument in writing which may be issued by the Corporation in connection with the issue of such shares.

ARTICLE I GENERAL PROVISIONS

ARTICLE I GENERAL PROVISIONS

This certificate of incorporation shall be known as the corporate certificate of incorporation of the corporation and shall be filed in the office of the Secretary of State of the State of Florida, and shall be a part of the public records of the State of Florida. The corporation shall have its principal office at the address set forth in this certificate of incorporation and shall have its principal office at the address set forth in this certificate of incorporation.

ARTICLE II PURPOSES AND SCOPE

The purpose of the corporation shall be to engage in the business of providing services to the community.

ARTICLE III NAME AND ADDRESS

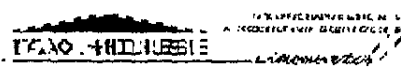
NAME	ADDRESS
First Name of Corporation	1234 Main Street
Street Address of Corporation	City, State, ZIP Code

ARTICLE IV MANAGEMENT

The management of the corporation shall be vested in the board of directors, who shall have the authority to manage the business and affairs of the corporation. The board of directors shall have the power to elect and remove officers and directors, and to fix their compensation. The board of directors shall also have the power to issue and redeem shares of the corporation.

ARTICLE V LIABILITY LIMITATIONS FOR CORPORATE OFFICERS

- The liability of any officer or director of the corporation shall be limited to the extent provided in this certificate of incorporation.
- If any officer or director of the corporation is sued for any act or omission in the course of the business of the corporation, the officer or director shall be entitled to the defense, costs, and expenses of the defense, including reasonable attorneys' fees, which the corporation shall be obligated to pay for the officer or director, provided that the officer or director acted in good faith and in the best interests of the corporation.
- No officer or director of the corporation shall be liable for any act or omission in the course of the business of the corporation, except to the extent provided in this certificate of incorporation.



1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free)
 1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free)
 1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free) • 1-800-352-2222 (toll-free)

ARTICLE ONE: GENERAL PROVISIONS

ARTICLE II: PURPOSE AND SCOPE OF CORPORATION

The Corporation shall have the same powers as an individual and may do all things necessary or convenient to carry out its business and affairs, subject to any limitations imposed by the laws of the State of Florida.

ARTICLE III: BUSINESS ADMINISTRATION

The Corporation shall be managed by its officers and directors, or other persons authorized by law.

ARTICLE IV: VESTING OF SHARES

The Corporation may issue shares to any person who is qualified to receive shares under the laws of the State of Florida, and the Corporation may issue shares to any person who is qualified to receive shares under the laws of the State of Florida, and the Corporation may issue shares to any person who is qualified to receive shares under the laws of the State of Florida.

ARTICLE V: RIGHTS OF SHAREHOLDERS

The Corporation shall have the right to issue shares to any person who is qualified to receive shares under the laws of the State of Florida, and the Corporation may issue shares to any person who is qualified to receive shares under the laws of the State of Florida, and the Corporation may issue shares to any person who is qualified to receive shares under the laws of the State of Florida.

ARTICLE VI: OFFICE AND AGENTS FOR SERVICE OF PROCESS

The principal office of the Corporation shall be at 2301 NE 13th Ave, Suite 100, Fort Lauderdale, Florida 33304, and the agent for service of process on the Corporation shall be at the address above.

ARTICLE VII: AMENDMENTS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, repeal, or rescind any provision of the Corporation's articles of incorporation, subject to the approval of the Board of Directors.

TELEPHONE: 954-822-2822
FAX: 954-822-2822

1. 02/11/2006 FAX: 954 82 2822 2. 09/11/2006 FAX: 954 82 2822 3. 09/11/2006 FAX: 954 82 2822

1 F005100021E:005705.5

ARTICLE ON THE EFFECTS OF ANTI-CORRUPTION

The number of Directors shall be determined immediately upon approval of the Secretary of State of Florida.

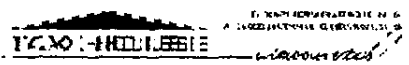
ARTICLE ON THE RIGHTS OF DIRECTORS OF ANTI-CORRUPTION

The number of Directors shall increase to a maximum of ten (10) directors in accordance with the laws and applicable statutes of Florida. If the name(s) and address(es) of the director(s) of the Florida Directors (s):

NAME	ADDRESS
Walter A. Bushnell Miami	5681 SW 1st Ave. # 1600 Miami, FL 33134

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock, have hereunto set their hands and signatures, in accordance with the laws and statutes of Florida, on this day of August, 1905. At the City of Miami, Florida.

Walter A. Bushnell
Director



- 1. 1905 Florida Statutes, Chapter 13, Section 13.01
- 2. 1905 Florida Statutes, Chapter 13, Section 13.02
- 3. 1905 Florida Statutes, Chapter 13, Section 13.03

