

Filing and License Fee: \$310.00 minimum

ID Number: 160637



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

DEC 22 2006

By AMW
11-10774

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is SHAW BUSINESS SOLUTIONS U.S., INC.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is July 25, 2000 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Dennis Malloy</u>	<u>30432 State Road 54</u>
Director	<u></u>	<u>Wesley Chapel, FL 33543</u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

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SECRETARY OF STATE
CORPORATIONS DIV.
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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Chair	JR Shaw	900, 630 - 3 rd Ave. SW, Calgary, AB T2P 4L4
Vice Chair	Jim Shaw	900, 630 - 3 rd Ave. SW, Calgary, AB T2P 4L4
Treasurer	Steve Wilson	900, 630 - 3 rd Ave. SW, Calgary, AB T2P 4L4
Sr. Vice-Pres., Operations	Brad Shaw	900, 630 - 3 rd Ave. SW, Calgary, AB T2P 4L4
Sr. Director, Operations	Mike Hall	900, 630 - 3 rd Ave. SW, Calgary, AB T2P 4L4

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
3,000	Common Stock	N/A	0.001 per share

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 50 Million USD.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,103 USD.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.0022 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 13,775,748.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 14,258 USD.

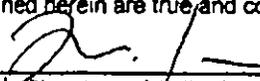
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.1035 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing N/A

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 20, 2006


Signature of Authorized Officer of the Corporation

Steve Wilson

Type or Print Name of Authorized Officer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHAW BUSINESS SOLUTIONS U.S., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHAW BUSINESS SOLUTIONS U.S., INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5235528

DATE: 11-30-06