CASCADE ENERGY, INC.

Initial

Company Information

And

Disclosure Statement

INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT

1. General Company Information

The exact name of the issuer and its predecessor (if any).

Cascade Energy, Inc., was incorporated in the State of Nevada as Pro-Tech Holdings Ltd., on December 23, 2003. Pro-Tech Holdings Ltd., changed its name to Cascade Energy, Inc., on April 28, 2005.

2. Address of the issuer's principal executive offices.

2724 Otter Creek Ct., Suite 101
Las Vegas, Nevada, 89117
Phone: (250) 954-0263 or (888) 439-1133
Website: www.cascadeenergyinc.com

3 *Security Information.*

The jurisdiction(s) and date of the issuer's incorporation or organization.

Cascade Energy Inc. was incorporated in Nevada on December 23, 2003 (as Pro-Tech Holdings Ltd.), with a name-change to Cascade Energy, Inc., on April 28, 2005
Trading Symbol is "CSCE"
Title and Class of Securities Outstanding — Common Stock —
CUSIP Number is 147270102

Par or stated value and description of the security.

Common Stock has a par value of $0.001 authorized 988,000,000 shares, issued 159,321,890 There are no dividend, voting, conversion or liquidation rights, nor any redemption or sinking fund privileges.
Preferred Stock has a par value of $0.001 authorized 10,000,000 shares, (increased from 5,000,000 to 10,000,000 in 2015) issued 1,000,000 there are no dividend, conversion or liquidation rights, nor any redemption or sinking fund privileges, however each preferred share carries with it 100 voting rights.

No provisions in the charter or by-laws that would delay, defer or prevent a change of control.

The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information as of the end of the issuer's most recent fiscal quarter and as of the end of the issuer's last two fiscal years.

(i) Period end date September 30, 2014
(ii) Number of shares authorized 988,000,000
(iii) Number of shares outstanding 159,321,890
(iv) Freely tradable shares (public float) 95,971,890
(v) Total number of beneficial shareholders 35+
(vi) Total number of shareholders of record 35+

(i) Period end date December 31, 2013 and 2014
(ii) Number of shares authorized 988,000,000
(iii) Number of shares outstanding 159,321,890
(iv) Freely tradable shares (public float) 95,971,890
(v) Total number of beneficial shareholders 35+
(vi) Total number of shareholders of record 35+

The name and address of the transfer agent.

Empire Stock Transfer
1859 Whitney Mesa Dr.
Henderson, Nevada 89014

Telephone: (702) 361-3033

*4. **Issuance History***

List of securities offerings and shares issued in the past two years.

Note: all shares issued with a restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act. Their trading status will depend upon the application of Rule 144 to the holders at the time they are submitted for trading.

No shares have been issued in the in the previous two years.

*5. **Financial Statements***

Financial information for the issuer's most recent fiscal period.

The financial statements for the last quarterly period and also the fiscal year end December 31, 2014 are attached at the end of this Disclosure Statement and contain the following:
Balance Sheet
Statement of Income
Cash Flows
Notes
for the preceding two quarters, kindly refer to the 10-Q as at September 30th 3014 and the 10-K as at December 31, 2014 both filed on Edgar.

Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The financial statements for the fiscal year ended December 31, 2014, and 2013 and contain the following:
Balance Sheet
Statement of Income
Cash Flows
Notes
for the preceding two-year period.

CASCADE ENERGY INC.

(A Development Stage Company)

February 9, 2015

To the directors

Cascade Energy, Inc.

Las Vegas Nevada

Dear Sirs:

Please find enclosed the unaudited financial statements of the Company as at December 31, 2014. These financial statements have been prepared by management from material provided by us to us by the vendors of the company. Which information is severely lacking and we are unable at this time to get the accounts audited.

These statements are subject to review and may be changed or updated as new information becomes available.

Thank you

Cascade Energy, Inc.



Robert Hughes
President

2724 Otter Creek Ct., Suite 101, Las Vegas, Nevada 891117 **(250) 954-0263**

Unaudited Financial Statements

(Expressed in U.S. Dollars) as at December 31, 2014

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Balance Sheet

As at December 31, 2014 & 2013

	Dec 31, 14		Dec 31, 13
ASSETS			
Current Assets			
Checking/Savings			
Cash	1,223.12		4,344.00
Total Checking/Savings	1,223.12		4,344.00
Accounts Receivable			
Trade A/R	0.00		7,746.00
Total Accounts Receivable	0.00		7,746.00
Other Current Assets			
Inventory	0.00		1,665.00
Other receivable	1,600.00		7,250.00
Total Other Current Assets	1,600.00		8,915.00
Total Current Assets	2,823.12		21,005.00
TOTAL ASSETS	**2,823.12**		**21,005.00**
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
A/P & accrued liabilities	19,812.55		19,543.00
Other payables	0.00		980.00
Taxes payable	0.00		482.00
Total Accounts Payable	19,812.55		21,005.00
Total Current Liabilities	19,812.55		21,005.00
Long Term Liabilities			
Convertible promissary note	39,000.00		178,000.00
Total Long Term Liabilities	39,000.00		178,000.00
Total Liabilities	58,812.55		199,005.00
Equity			
Additional paid in capital	4,569,225.00		4,459,024.00
Common Stock	159,322.00		159,322.00
Preferred Stock	1,000.00		1,000.00
Retained Earnings	-4,797,346.00		-4,846,552.00
Net Income	11,809.57		49,206.00
Total Equity	-55,989.43		-178,000.00
TOTAL LIABILITIES & EQUITY	**2,823.12**		**21,005.00**

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Statements of Operations

As at December 31, 2014 & 2013

	Jan - Dec 14	Jan - Dec 13
Ordinary Income/Expense		
Income		
Sales	149,560.00	372,107.00
Total Income	149,560.00	372,107.00
Cost of Goods Sold		
Cost of sales	122,349.00	298,000.00
Total COGS	122,349.00	298,000.00
Gross Profit	27,211.00	74,107.00
Expense		
Administration	6,199.00	17,921.00
Dues and Licences	2,365.59	0.00
Office Supplies	113.84	0.00
Professional Fees	2,060.00	0.00
Selling expense	813.00	6,980.00
Transfer agent	3,850.00	0.00
Total Expense	15,401.43	24,901.00
Net Ordinary Income	11,809.57	49,206.00
Net Income	**11,809.57**	**49,206.00**

Statement of Operations for the 4th Quarter Ended December 31, 2014

	Oct - Dec 14	Oct - Dec 13
Ordinary Income/Expense		
Income		
Sales	0.00	78,142.00
Total Income	0.00	78,142.00
Cost of Goods Sold		
Cost of sales	0.00	62,580.00
Total COGS	0.00	62,580.00
Gross Profit	0.00	15,562.00
Expense		
Administration	2,500.00	613.00
Dues and Licences	765.59	0.00
Office Supplies	113.84	0.00
Professional Fees	1,400.00	0.00
Selling expense	0.00	416.00
Transfer agent	1,850.00	0.00
Total Expense	6,629.43	1,029.00
Net Ordinary Income	-6,629.43	14,533.00
Net Income	**-6,629.43**	**14,533.00**

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Statements of Cash Flows

As at December 31, 2014 & 2013

	Jan - Dec 14	Jan - Dec 13
OPERATING ACTIVITIES		
Net Income	11,809.57	49,206.00
Adjustments to reconcile Net Income		
to net cash provided by operations:		
Trade A/R	7,746.00	-4,758.00
Inventory	1,665.00	-1,235.00
Other receivable	5,650.00	3,230.00
Prepaid account		118.00
A/P & accrued liabilities	269.55	-8,297.00
Other payables	-980.00	-74.00
Taxes payable	-482.00	-97.00
Net cash provided by Operating Activities	25,678.12	38,093.00
INVESTING ACTIVITIES		
Fixed asset –NBV	0.00	11,598.00
Net cash provided by Investing Activities	0.00	11,598.00
FINANCING ACTIVITIES		
Convertible promissary note	-139,000.00	20,000.00
Additional paid in capital	110,201.00	-69,206.00
Net cash provided by Financing Activities	-28,799.00	-49,206.00
Net cash increase for period	-3,120.88	485.00
Cash at beginning of period	4,344.00	3,859.00
Cash at end of period	**1,223.12**	**4,344.00**

Notes to Financial Statements

As at December 31, 2014 & 2013

Note 1 Nature and Continuance of Operations

At December 31, 2014, the Company had a working capital deficit of $ 16,989.43 ($ 0.00 in 2013) and has incurred losses since inception totalling $ 4,797,346 and has yet to achieve profitable operations. The Company's ability to continue as a going concern is dependent on raising additional capital to fund future operations and ultimately to attain profitable operations. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company was incorporated on December 23, 2003 in the State of Nevada and has adopted December 31 as its fiscal year end.

Note 2 Summary of Significant Accounting Policies

Cash

For purposes of the statement of cash flows, the Company considers all investment instrument purchased with a maturity of three months or less to be cash equivalents.

Accounting Estimates

These financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement. Actual results may differ from these estimates. The financial statements, in management's opinion, have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

Financial Instruments

The carrying values of the Company's financial instruments, consisting of cash, accounts receivable, due from related parties, accounts payable and note payable approximate their fair value due to the short maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits. For accounts receivable, the Company estimates, on a continuing basis, the probable losses and provides a provision for losses based on the estimated realizable value. The Company is exposed to fluctuations in foreign currencies through its operations in the United States. The Company monitors this exposure, but has no hedge positions. As at December 31, 2014, the Company had cash totalling $2,832. (2013: $21,005) held in US dollars. Fixed Assets Fixed Assets are stated at cost. Maintenance and repairs are charged to operations;
Improvements are capitalized.

The cost of fixed assets sold or otherwise disposed of and the accumulated amortization thereon is eliminated from the fixed asset and related accumulated amortization accounts, and any resulting gain or loss is credited or charged to income.

Income Taxes

The Company follows Statement of Financial Accounting Standards ("FAS") No. 109, "Accounting for Income Taxes" which requires the use of the asset and liability method of accounting of income taxes. Under the assets and liability method of FAS 109, deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carry forwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Basic and Diluted Loss per Share

The Company reports basic loss per share in accordance with the FAS No. 128, "Earnings per Share". Basic loss per share is computed using the weighted average number of shares outstanding during the period. Instruments that can be converted to common stock have not been included in the fully diluted computations since the result would be antidilutive.

Revenues

The Company recognizes revenue from various interests. Shipping and handling costs in connection with such deliveries are included in production costs. Revenue under carried interest agreements is recorded in the period when the net proceeds become receivable, measurable and collection is reasonably assured. The time the net revenues become receivable and collection is reasonably assured and depends on the terms and conditions of the relevant agreements and the practices followed by the operator. As a result, net revenues may lag the production month by one or more months.

New Accounting Standards

Management does not believe that any recently issued but not effective accounting standards if currently adapted could have a material effect on the accompanying financial statements.

Note 3 Agreement with Nano Tech West, Inc.

At a Special General Meeting Held September 30, 2014 the shareholders agreed to either merge or acquire Nano Tech West, Inc., an the basis of a share for share deal, the agreement is dependent on the company consolidating its common shares on the basis of one new share being exchanged for twenty five existing common shares (1 for 25), as of the date of these financial statements this event has not yet taken place.

Note 4 Related party transactions

During the year ended December 31, 2014 Hughes Maritime Corp. (controlled by the president) charged and accrued $5,000 for administration (2013 nil). There were also $ 6,365 in advances payable to related parties (2013 nil).

Note 5 Income tax

As at December 31, 2014 and 2013 the Company has non-capital losses sufficient to wipe out any potential tax liability.

Note 6 Convertible promissory note

On 26 June 2012 the company executed a convertible promissory note in the amount of $100,000 the balance outstanding as at December 31, 2014 was $ 39,000 (2013 $ 178,000) the convertible promissory note can be converted into common shares on the basis of 1 new share for each $ 0.0001 of debt.

Note 7 Discontinued Operations

In September 2014 new management acquired control of the company, and the previous operations were discontinued at that time, and present management determined to bring the company current in its filings, and to proceed with the acquisition or merger with Nano Tech West, Inc.

Note 8 Capital Stock

On September 30, 2014, the Shareholders approved a reverse split of its common stock on the basis of 1 new share for 25 old shares. The number of shares referred to in these financial statements have not been restated until such time as the Reverse split has been accomplished. The Company's capitalization is 988,000,000 common shares, of which 159,321,890 are issued and outstanding, with a par value of $0.001 per share and 5,000,000 preferred shares, of which 1,000,000 are issued and outstanding, with a par value of $0.001 per share.

6. Business Information: Issuer's Business, Products and Services

The nature of the issuer's business.

A. Business Development.

The company is a Nevada corporation, incorporated on December 23, 2003, and utilizing a December 31, fiscal year end. The company has not been in bankruptcy, receivership or any similar proceeding. It is not under any obligation to make payments on current indebtedness, some of which is due on demand (approximately $ 20,000), nor does it have any long-term financing arrangements by which it is obligated to make short-term payments. There have been two changes of control that present management is aware off. The company became administratively abandoned in 2008. On January 24, 2011 the District Court in Clark County, Nevada granted Equity Resolutions, Inc. as custodian of the Company. In accordance with the court order, the custodian appointed officers and directors, reinstated the Company with the State of Nevada, and held a shareholder's meeting to ratify the appointment of officers and directors. Starting in the spring of 2011 the company conducted research and development on various bio type fuels however in the spring of 2014 the company's letter of credit was coming due and so Miramar decided to put the company up for sale. Negotiations started in August 2014 and in September 2014 the present management group a quiet control of the company, with the intention of consolidating the shares on the basis of one new share for each 25 existing shares and then either merging with or acquiring control of Nano Tech West, Inc., A Nevada Corporation with licenses that utilize Nano's to remove oil and other contaminants from water and/or contaminated soils.

There are no other obligations which would have a material effect on the company's business, financial condition, or operations.

B. Business of Issuer.

The company is in the process of continuing its efforts to acquire Nano Tech West, Inc. and to this end the company on March 15, 2014 filed a form 15 with the Securities and Exchange Commission effectively deregistering the company from the SEC. This will enable the company to seek an alternative trading system the OTC pink sheets. Management believes that this will enable us to complete the stock consolidation and then move forward on the acquisition of Nano Tech West, Inc. (NTWI)

C. The Nature of Products or services offered.

The company intends once it has completed the acquisition of Nano Tech West, Inc. intends to aggressively market the nano products and services directly to oil companies that are operating oil Sands projects in Northern Alberta at the same time we intend to research and develop other uses for the material. We believe that the Nano's will prove to be very effective in solving a lot of the present environmental problems.

The company does not currently believe that any government regulations are pending which will have a negative impact on the company's operations.

Management's discussion and analysis or plan of operation.

The current plan of operation is to complete the acquisition of Nano Tech West, Inc., once it has been done management's plan is to move forward on marketing the present product line at the same time we intend to conduct additional research and development on the Nano's to locate additional uses and markets for the products that we developed.

Analysis of Financial Conditions and Results of Operations.

During the last several months the Company has continued to develop its intellectual properties and work with the Nano tech team to form a new management team.

The Company has minimal cash reserves and is depending on cash advances and loans its directors.

Off-Balance Sheet Arrangements.

There are currently no off-balance-sheet arrangements. If certain future projects are funded utilizing limited partnerships or limited liability companies as the mechanism for investment, then these arrangements will be provided at a future point in time. The company does have some existing debt which, at the election of the individual creditors, may be converted into the company's common stock: $ 39,000, plus interest, is convertible at $0.0001 per share, conversions may occur at any time prior to the due date of the principal and interest.

7. ***The nature and extent of the issuer's facilities***

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The company operates out of a shared office space in Las Vegas, Nevada. It is expected that upon completion of the Nano Tech West, Inc., project the company will utilize the facilities presently occupied by Nano Tech in Mission, BC and in Edmonton, Alberta.

8. ***Officers, Directors and Control Persons***

The name of the chief executive officer, members of the board of directors, as well as control persons.

The company has three (3) directors, (down from four (4) after former director James Brown resigned on March 5, 2015) and several officers, all serving on a part-time or consultancy basis unless otherwise indicated below.

Robert "Bob" Hughes. *President and Chief Executive Officer, Chief Financial Officer, Chairman of the Board of directors*.

> Robert Hughes, age 78, obtained his formal education in the United Kingdom, emigrating to Canada in 1957. He worked for several multi-national companies between 1957 and 1966, at which time he moved to British Columbia and began working for a Chartered Accounting Firm. In 1967, he started a mining company, Interprovincial Silver Mines Ltd, which he led through its public listing process in 1967, and remained with that company until 2005, at which point he retired. He has served as president or secretary/treasurer for numerous companies, to include

Adanac Mining Ltd., Ariel Resources Ltd., Advance International Inc., Avance Venture Corp, General Energy Corp. and Gold Cup Resources Ltd.

David Giovanetto. *Vice president & secretary.*

David Giovanetto, age 47, David is an entrepreneurial professional with 12 years' experience for private companies, most recently as a remediation specialist involved with on-site operations in the energy sector in Alberta, Canada. In addition to years of progressive experience as a corporate development consultant, Mr. Giovanetto has completed his degree in international business at Mount Royal University (2012) and holds a Bachelor of Science degree from the University of Calgary, in addition to completing several non-degree courses, also at the University of Calgary. Mr. Giovanetto has a strong managerial background with the strategic and tactical vision to develop and execute sophisticated plans in addition to proficiency in developing start-ups. He joined Nanotech in 2013, but from 2010 to 2013, he was employed as an environmental consultant, and prior to that, from 2006 to 2010, he was employed as a consultant to 74305 AB Ltd. From 1998 to 2006, he was the Project Coordinator for Wasteco Environmental, dealing with all forms of contamination and reclamation in soil and soil recovery activities.

Blair Harrison Berry. *Director.*

Blair Harrison Berry, age 50, Mr. Berry divides his time between BC Canada, Nevada and Mexico and is retired from a 20 year career in the international shipping industry. During his maritime career he developed a keen business sense and after being an investor in businesses, he then became a business consultant to small and growing companies. He retired from the Maritime industry in 2001 and has consulted to several diverse businesses where his previous experience in corporate structuring enabled new and fresh thinking business strategies to be effected. His international business experience has enabled those companies to actively grow the business. J

None of the foregoing individuals listed above has, in the past five years, been the subject of:

(a) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
(b) The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
(c) A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
(d) The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

There have been no Related Party Transactions among or between any of the officers, directors or other affiliates of the Company in the past five years.
As of the date of this filing, the company is not aware of any conflicts of interest among its officers and directors with the company, nor of any affiliates who might be in conflict with the

company's business goals (other than the fact that all three directors are currently minor shareholders of Nano Tech West, Inc., and that David Giovanetto serves as a director and officer of that company).

Beneficial Owners.

None of the current directors or officers hold any securities of the company at this time.

The following individuals or entities are known to the company to own in excess of five percent (5%) of any class of the issuer's equity securities:

Cede & Co, PO Box 222, Bowling Green Station, New York, NY 10274
95,744,190 common shares or 60% of the outstanding shares
William Scott Marshall, a former director of the company. No address of record

11,000,000 common shares (Restricted) or 6.9% of the outstanding shares
Clean Go Green Go S.A. *Miguel Brostella Str. Campion de Cruces Bld., Suite 407*
Panama City, Republic of Panama. America Central.
1,000,000 preferred shares which equals 100% of the issued preferred shares

Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

9. ***Third Party Providers***

The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. **Counsel:**
   Christopher H. Dieterich
   11835 West Olympic Boulevard, Suite 1235E, Los Angeles, CA 90064
   310.312.6888
   venturelaw@gmail.com

2. **Accountants or Auditors:**
   Paula Morelli, C.P.A., PC.
   Provides outside accounting services through her firm. Her responsibilities are to aggregate all of the economic information and assemble the company's internal financial statements. Management then reviews these statements and publishes them. She is not responsible for auditing the information.
   21 Martha Street
   Freeport, NY
   516-378-4258

psmcpapc@aol.com

3 **Public Relations Consultants** – none

4. **Investor Relations Consultants –** none

5. **Investment Banker** - none

6. **Promoters** - none

7. **Other Advisors that provided information in this Disclosure Statement** - None

10. ***Issuer's*** ***Certifications****.*

I, Robert Hughes, chief financial officer, certify that:

I have reviewed this Initial Company Information and Disclosure Statement of Cascade Energy, Inc.;
Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 19, 2015

Robert Hughes CFO
Cascade Energy, Inc.

Exhibits

Articles of Incorporation and Bylaws.

Exhibit 3.1 Articles of incorporation, including the certificate and the Bylaws dated December 23, 2003
Exhibit 3.3 Amendment of Articles for Name Change, dated April 27, 2005.

Material Contracts.

None

Financial Statements.

The unaudited financial statements as at December 31, 2014 and 2013 are included in the body of this disclosure statement under item 5. For the past two quarterly reports we refer you to the 10 Q filed as at September 30, 2014 and the 10 K filed as at December 31, 2014.

Exhibit 3.1 Articles of incorporation, including the certificate and the Bylaws dated December 23, 2003



SECRETARY OF STATE

STATE OF NEVADA

CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **PRO-TECH HOLDINGS LTD.** did on **December 23, 2003** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **December 24, 2003.**

DEAN HELLER
Secretary of State

By
Certification Clerk

DEAN HELLER
Secretary of State

206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708

FILED # C32670-03

DEC 23 2003

IN THE OFFICE OF
DEAN HELLER
SECRETARY OF STATE

Articles of Incorporation

(PURSUANT TO NRS 78)

Important: Read attached instructions before completing form. ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Pro-Tech Holdings Ltd.
2. Resident Agent Name and Street Address: (must be a Nevada address where process may be served)	Val-U-Corp Services, Inc. Name 1802 North Carson Street, Suite 212 — Carson City — NEVADA 89701 Street Address — City — Zip Code Optional Mailing Address — City — State — Zip Code
3. Shares: (number of shares corporation is authorized to issue)	Number of shares with par value: 5,000,000 Preferred .001; 70,000,000 Common .001 Par value: $ Number of shares without par value:
4. Names & Addresses of Board of Directors/Trustees: (attach additional page if there are more than 3 directors/trustees)	1. Daniel A. Kramer Name 1802 North Carson Street, Suite 212 — Carson City — NV — 89701 Street Address — City — State — Zip Code 2. Name Street Address — City — State — Zip Code 3. Name Street Address — City — State — Zip Code
5. Purpose: (optional see instructions)	The purpose of this Corporation shall be: All legal purposes
6. Names, Address and Signature of Incorporator: (attach additional page if there is more than 1 incorporator)	Daniel A. Kramer — Signature Name 1802 North Carson Street, Suite 212 — Carson City — NV — 89701 Address — City — State — Zip Code
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R. A. or On Behalf of R. A. Company — Date: December 09, 2003

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form 78 ARTICINC 2001
Revised on: 07/12/01

Articles of Incorporation

Of

Pro-Tech Holdings Ltd.

First. The name of the corporation is Pro-Tech Holdings Ltd.

Second. The registered office of the corporation in the State of Nevada is located at 1802 N. Carson Street, Suite 212, Carson City, Nevada 89701. The corporation may maintain an office, or offices, in such other places within or without the State of Nevada as may be from time to time designated by the Board of Directors or the By-Laws of the corporation. The corporation may conduct all corporation business of every kind and nature outside the State of Nevada as well as within the State of Nevada.

Third. The objects for which this corporation is formed are to engage in any lawful activity, including, but not limited to the following:

a) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
b) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
c) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
d) Shall have power to sue and be sued in any court of law or equity.
e) Shall have power to make contracts.
f) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.
g) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
h) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
i) Shall have power to wind up and dissolve itself, or be wound up or dissolved.
j) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
k) Shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
l) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote, if any.
m) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property to fund.
n) Shall have power to conduct business, have one or more offices, and conduct any legal activity in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
o) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendments thereof.
p) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

Fourth. That the total number of stock authorized that may be issued by the Corporation is Seventy-Million (70,000,000) shares of Common stock with a par value of One Tenth of One Cent ($0.001) per share and Five-Million (5,000,000) shares of Preferred stock with a par value of One Tenth of One Cent ($0.001) per share and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

Fifth. The governing board of the corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The first Board of Directors shall be one (1) in number and the name and post office address of the Director shall be listed as follows:

Daniel A. Kramer
1802 N. Carson St., Ste. 212, Carson City, NV 89701

Sixth. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

Seventh. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

Daniel A. Kramer
1802 N. Carson Sta. Ste. 212, Carson City, NV 89701

Eighth. The Resident Agent for this corporation shall be VAL-U-CORP SERVICES, INC. The address of the Resident Agent, and, the registered or statutory address of this corporation in the State of Nevada, shall be: 1802 N. Carson Street, Suite 212, . Carson City, Nevada 89701.

Ninth. The corporation is to have perpetual existence.

Tenth. In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:

a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the corporation.
b) To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.
c) By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the corporation, which, to the extent provided in the resolution, or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee, or committees, shall have such name, or names as may be stated in the By-Laws of the corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.
d) When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises., upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the corporation.

Eleventh. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or securities

convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

Twelfth. No Director or Officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a Director or Officer involving any act or omission of any such Director or Officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director or Officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the Stockholders of the corporation shall be prospective only, and shall not adversely affect any limitations on the personal liability of a Director or Officer of the corporation for acts or omissions prior to such repeal or modification.

Thirteenth. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholder's herein are granted subject to this reservation.

I, the undersigned, being the Incorporator hereinbefore named for the purpose of forming a corporation pursuant to General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this December 9, 2003.

Daniel A. Kramer
Incorporator

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and complete copy of the document as filed in this office.

DEC 23 2003

Dean Heller

By

BYLAWS

of

PRO-TECH HOLDINGS LTD.

(the "Corporation")

ARTICLE I: MEETINGS OF SHAREHOLDERS

Section 1 - Annual Meetings

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Board of Directors.

Section 2 - Special Meetings

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors.

Section 3 - Place of Meetings

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Nevada as the Board of Directors may from time to time fix.

Section 4 - Notice of Meetings

A notice convening an annual or special meeting which specifies the place, day, and hour of the meeting, and the general nature of the business of the meeting, must be faxed, personally delivered or mailed postage prepaid to each shareholder of the Corporation entitled to vote at the meeting at the address of the shareholder as it appears on the stock transfer ledger of the Corporation, at least ten (10) days prior to the meeting. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that meeting.

Section 5 - Action Without a Meeting

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote if written consents are signed by shareholders representing a majority of the shares entitled to vote at such a meeting, except however, if a different proportion of voting power is required by law, the Articles of Incorporation or these Bylaws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation.

Section 6 - Quorum

a) No business, other than the election of the chairman or the adjournment of the meeting, will be transacted at an annual or special meeting unless a quorum of shareholders, entitled to attend and vote, is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.

b) Except as otherwise provided in these Bylaws, a quorum is two persons present and being, or representing by proxy, shareholders of the Corporation.

c) If within half an hour from the time appointed for an annual or special meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place as determined by the chairman of the meeting.

Section 7 - Voting

Subject to a special voting rights or restrictions attached to a class of shares, each shareholder shall be entitled to one vote for each share of stock in his or her own name on the books of the corporation, whether represented in person or by proxy.

Section 8 - Motions

No motion proposed at an annual or special meeting need be seconded.

Section 9 - Equality of Votes

In the case of an equality of votes, the chairman of the meeting at which the vote takes place is not entitled to have a casting vote in addition to the vote or votes to which he may be entitled as a shareholder of proxyholder.

Section 10 - Dispute as to Entitlement to Vote

In a dispute as to the admission or rejection of a vote at an annual or special meeting, the decision of the chairman made in good faith is conclusive.

Section 11 - Proxy

a) Each shareholder entitled to vote at an annual or special meeting may do so either in person or by proxy. A form of proxy must be in writing under the hand of the appointor or of his or her attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal of the corporation or under the hand of a duly authorized officer or attorney. A proxyholder need not be a shareholder of the Corporation.

b) A form of proxy and the power of attorney or other authority, if any, under which it is signed or a facsimiled copy thereof must be deposited at the registered office of the Corporation or at such other place as is specified for that purpose in the notice convening the meeting. In

addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution make regulations relating to the depositing of proxies at a place or places and fixing the time or times for depositing the proxies not exceeding 48 hours (excluding Saturdays, Sundays and holidays) preceding the meeting or adjourned meeting specified in the notice calling a meeting of shareholders.

ARTICLE II: BOARD OF DIRECTORS

Section 1 - Number, Term, Election and Qualifications

a) The first Board of Directors of the Corporation, and all subsequent Boards of the Corporation, shall consist of not less than one (1) and not more than nine (9) directors. The number of Directors may be fixed and changed from time to time by ordinary resolution of the shareholders of the Corporation.

b) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his or her election, or until his or her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

c) A casual vacancy occurring in the Board may be filled by the remaining Directors.

d) Between successive annual meetings, the Directors have the power to appoint one or more additional Directors but not more than 1/2 of the number of Directors fixed at the last shareholder meeting at which Directors were elected. A Director so appointed holds office only until the next following annual meeting of the Corporation, but is eligible for election at that meeting. So long as he or she is an additional Director, the number of Directors will be increased accordingly.

e) A Director is not required to hold a share in the capital of the Corporation as qualification for his or her office.

Section 2 - Duties, Powers and Remuneration

a) The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except for those powers conferred upon or reserved for the shareholders or any other persons as required under Nevada state law, the Corporation's Articles of Incorporation or by these Bylaws.

b) The remuneration of the Directors may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

Section 3 - Meetings of Directors

a) The President of the Corporation shall preside as chairman at every meeting of the Directors, or if the President is not present or is willing to act as chairman, the Directors present shall choose one of their number to be chairman of the meeting.

b) The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit. Questions arising at a meeting must be decided by a majority of votes. In case of an equality of votes the chairman does not have a second or casting vote. Meetings of the Board held at regular intervals may be held at the place and time upon the notice (if any) as the Board may by resolution from time to time determine.

c) A Director may participate in a meeting of the Board or of a committee of the Directors using conference telephones or other communications facilities by which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw is deemed to be present at the meeting and to have so agreed. Such Director will be counted in the quorum and entitled to speak and vote at the meeting.

d) A Director may, and the Secretary on request of a Director shall, call a meeting of the Board. Reasonable notice of the meeting specifying the place, day and hour of the meeting must be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his or her address as it appears on the books of the Corporation or by leaving it at his or her usual business or residential address or by telephone, facsimile or other method of transmitting legibly recorded messages. It is not necessary to give notice of a meeting of Directors to a Director immediately following a shareholder meeting at which the Director has been elected, or is the meeting of Directors at which the Director is appointed.

e) A Director of the Corporation may file with the Secretary a document executed by him waiving notice of a past, present or future meeting or meetings of the Directors being, or required to have been, sent to him and may at any time withdraw the waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until the waiver is withdrawn no notice of a meeting of Directors need be given to the Director. All meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to the Director.

f) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed is a majority of the Directors or, if the number of Directors is fixed at one, is one Director.

g) The continuing Directors may act notwithstanding a vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a shareholder meeting of the Corporation, but for no other purpose.

h) All acts done by a meeting of the Directors, a committee of Directors, or a person acting as a Director, will, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of the Directors, shareholders of the committee or person acting as a Director, or that any of them were disqualified, be as valid as if the person had been duly elected or appointed and was qualified to be a Director.

i) A resolution consented to in writing, whether by facsimile or other method of transmitting legibly recorded messages, by all of the Directors is as valid as if it had been passed at a meeting of the Directors duly called and held. A resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution must be filed with the minutes of the proceedings of the directors and is effective on the date stated on it or on the latest date stated on a counterpart.

j) All Directors of the Corporation shall have equal voting power.

Section 4 - Removal

One or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose.

Section 5 - Committees

a) The Directors may from time to time by resolution designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board of Directors and unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

b) Each Committee shall keep regular minutes of its transactions, shall cause them to be recorded in the books kept for that purpose, and shall report them to the Board at such times as the Board may from time to time require. The Board has the power at any time to revoke or override the authority given to or acts done by any Committee.

ARTICLE III: OFFICERS

Section 1 - Number, Qualification, Election and Term of Office

a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a president, secretary, treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other

officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation, and may or may not also act as a Director.

b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his or her election, and until his or her successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 3 - Removal

Any officer appointed by the Board of Directors may be removed by a majority vote of the Board, either with or without cause, and a successor appointed by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4 - Remuneration

The remuneration of the Officers of the Corporation may from time to time be determined by the Directors or, if the Directors decide, by the shareholders.

Section 5 - Conflict of Interest

Each officer of the Corporation who holds another office or possesses property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as an officer of the Corporation shall, in writing, disclose to the President the fact and the nature, character and extent of the conflict.

ARTICLE V: SHARES OF STOCK

Section 1 - Certificate of Stock

a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

b) Certificated shares of the Corporation shall be signed, either manually or by facsimile, by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by the shareholder in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its
officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in these dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

c) If the Corporation issued uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

e) If a share certificate:

(i) is worn out or defaced, the Directors shall, upon production to them of the certificate and upon such other terms, if any, as they may think fit, order the certificate to be cancelled and issue a new certificate;

(ii) is lost, stolen or destroyed, then upon proof being given to the satisfaction of the Directors and upon and indemnity, if any being given, as the Directors think adequate, the Directors shall issue a new certificate; or

(iii) represents more than one share and the registered owner surrenders it to the Corporation with a written request that the Corporation issue in his or her name two or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Corporation shall cancel the certificate so surrendered and issue new certificates in accordance with such request.

Section 2 - Transfers of Shares

a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his or her attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other
person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 3 - Record Date

a) The Directors may fix in advance a date, which must not be more than 60 days permitted by the preceding the date of a meeting of shareholders or a class of shareholders, or of the payment of a dividend or of the proposed taking of any other proper action requiring the determination of shareholders as the record date for the determination of the shareholders entitled to notice of, or to attend and vote at, a meeting and an adjournment of the meeting, or entitled to receive payment of a dividend or for any other proper purpose and, in such case, notwithstanding anything in these Bylaws, only shareholders of records on the date so fixed will be deemed to be the shareholders for the purposes of this Bylaw.

b) Where no record date is so fixed for the determination of shareholders as provided in the preceding Bylaw, the date on which the notice is mailed or on which the resolution declaring the dividend is adopted, as the case may be, is the record date for such determination.

Section 4 - Fractional Shares

Notwithstanding anything else in these Bylaws, the Corporation, if the Directors so resolve, will not be required to issue fractional shares in connection with an amalgamation, consolidation, exchange or conversion. At the discretion of the Directors, fractional interests in shares may be rounded to the nearest whole number, with fractions of 1/2 being rounded to the next highest whole number, or may be purchased for cancellation by the Corporation for such consideration as the Directors determine. The Directors may determine the manner in which fractional interests in shares are to be transferred and delivered to the Corporation in exchange for consideration and a determination so made is binding upon all shareholders of the Corporation. In case shareholders having fractional interests in shares fail to deliver them to the Corporation in accordance with a determination made by the Directors, the Corporation may deposit with the Corporation's Registrar and Transfer Agent a sum sufficient to pay the consideration payable by the Corporation for the fractional interests in shares, such deposit to be set aside in trust for such shareholders. Such setting aside is deemed to be payment to such shareholders for the fractional interests in shares not so delivered which will thereupon not be considered as outstanding and such shareholders will not be considered to be shareholders of the Corporation with respect thereto and will have no right except to receive payment of the money so set aside and deposited upon delivery of the certificates for the shares held prior to the amalgamation, consolidation, exchange or conversion which result in fractional interests in shares.

ARTICLE VI: DIVIDENDS

a) Dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

b) Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless such issuance is in accordance with the Articles of Incorporation and:

   (i) a majority of the current shareholders of the class or series to be issued approve the issue; or

   (ii) there are no outstanding shares of the class or series of shares that are authorized to be issued as a dividend.

ARTICLE VII: BORROWING POWERS

a) The Directors may from time to time on behalf of the Corporation:

   (i) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit,

   (ii) issue bonds, debentures and other debt obligations either outright or as security for liability or obligation of the Corporation or another person, and

   (iii) mortgage, charge, whether by way of specific or floating charge, and give other security on the undertaking, or on the whole or a part of the property and assets of the Corporation (both present and future).

b) A bond, debenture or other debt obligation of the Corporation may be issued at a discount, premium or otherwise, and with a special privilege as to redemption, surrender, drawing, allotment of or conversion into or exchange for shares or other securities, attending and voting at shareholder meetings of the Corporation, appointment of Directors or otherwise, and may by its terms be assignable free from equities between the Corporation and the person to whom it was issued or a subsequent holder thereof, all as the Directors may determine.

ARTICLE VIII: FISCAL YEAR

The fiscal year end of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors from time to time, subject to applicable law.

ARTICLE IX: CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE X: AMENDMENTS

Section 1 - By Shareholders

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made by a majority vote of the shareholders at any annual meeting or special meeting called for that purpose.

Section 2 - By Directors

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Corporation.

ARTICLE XI: DISCLOSURE OF INTEREST OF DIRECTORS

a) A Director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Corporation or who holds an office or possesses property whereby, directly or indirectly, a duty or interest might be created to conflict with his or her duty or interest as a Director, shall declare the nature and extent of his or her interest in such contract or transaction or of the conflict with his or her duty and interest as a Director, as the case may be.

b) A Director shall not vote in respect of a contract or transaction with the Corporation in which he is interested and if he does so his or her vote will not be counted, but he will be counted in the quorum present at the meeting at which the vote is taken. The foregoing prohibitions do not apply to:

(i) a contract or transaction relating to a loan to the Corporation, which a Director or a specified corporation or a specified firm in which he has an interest has guaranteed or joined in guaranteeing the repayment of the loan or part of the loan;

(ii) a contract or transaction made or to be made with or for the benefit of a holding corporation or a subsidiary corporation of which a Director is a director or officer;

(iii) a contract by a Director to subscribe for or underwrite shares or debentures to be issued by the Corporation or a subsidiary of the Corporation, or a contract, arrangement or transaction in which a Director is directly or indirectly interested if all the other Directors are also directly or indirectly interested in the contract, arrangement or transaction;

(iv) determining the remuneration of the Directors;

(v) purchasing and maintaining insurance to cover Directors against liability incurred by them as Directors; or

(vi) the indemnification of a Director by the Corporation.

c) A Director may hold an office or place of profit with the Corporation (other than the office of Auditor of the Corporation) in conjunction with his or her office of Director for the period and on the terms (as to remuneration or otherwise) as the Directors may determine. No Director or intended
Director will be disqualified by his or her office from contracting with the Corporation either with regard to the tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, and, no contract or transaction entered into by or on behalf of the Corporation in which a Director is interested is liable to be voided by reason thereof.

d) A Director or his or her firm may act in a professional capacity for the Corporation (except as Auditor of the Corporation), and he or his or her firm is entitled to remuneration for professional services as if he were not a Director.

e) A Director may be or become a director or other officer or employee of, or otherwise interested in, a corporation or firm in which the Corporation may be interested as a shareholder or otherwise, and the Director is not accountable to the Corporation for remuneration or other benefits received by him as director, officer or employee of, or from his or her interest in, the other corporation or firm, unless the shareholders otherwise direct.

ARTICLE XII: ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Nevada. Such list shall be certified by an officer of the Corporation.

ARTICLE XIII: INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

a) The Directors shall cause the Corporation to indemnify a Director or former Director of the Corporation and the Directors may cause the Corporation to indemnify a director or former director of a corporation of which the Corporation is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment inactive criminal or administrative action or proceeding to which he is or they are made a party by reason of his or her being or having been a Director of the Corporation or a director of such corporation, including an action brought by the Corporation or corporation. Each Director of the Corporation on being elected or appointed is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.

b) The Directors may cause the Corporation to indemnify an officer, employee or agent of the Corporation or of a corporation of which the Corporation is or was a shareholder (notwithstanding that he is also a Director), and his or her heirs and personal representatives against all costs, charges and expenses incurred by him or them and resulting from his or her acting as an officer, employee or agent of the Corporation or corporation. In addition the Corporation shall indemnify the Secretary or an Assistance Secretary of the Corporation (if he is not a full time employee of the Corporation and notwithstanding that he is also a Director), and his or her respective heirs and legal representatives against all costs, charges and expenses incurred by him or them and arising out of the functions assigned to the Secretary by the Corporation Act or these Articles and each such Secretary and Assistant Secretary, on being appointed is deemed to have contracted with the Corporation on the terms of the foregoing indemnity.

c) The Directors may cause the Corporation to purchase and maintain insurance for the benefit of a person who is or was serving as a Director, officer, employee or agent of the Corporation or as a director, officer, employee or agent of a corporation of which the Corporation is or was a shareholder and his or her heirs or personal representatives against a liability incurred by him as a Director, officer, employee or agent.

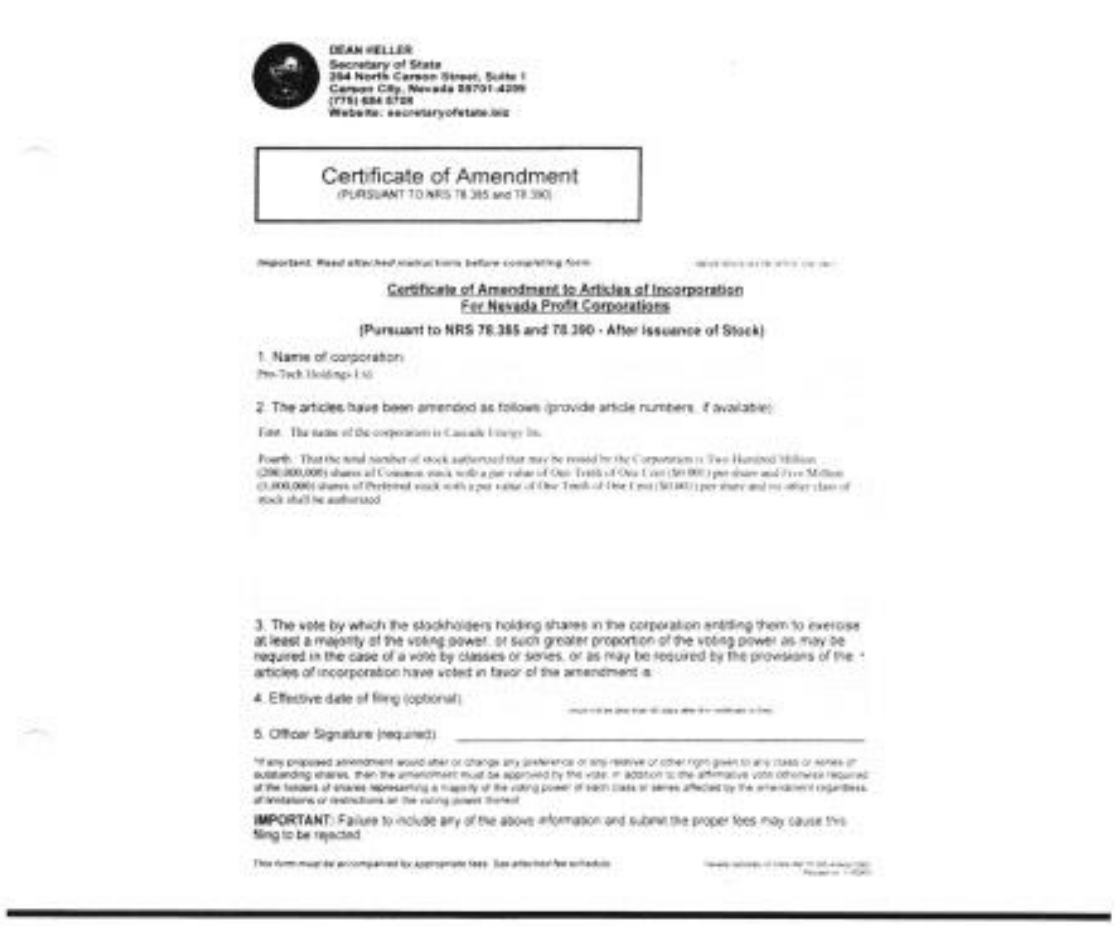
CERTIFIED TO BE THE BYLAWS OF:

PRO-TECH HOLDINGS LTD.

per:

"Floyd Flaman"
FLOYD FLAMAN, Secretary

Exhibit 3.3 Amendment of Articles for Name Change, dated April 27, 2005.



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684-5708
Website: secretaryofstate.biz

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
Pro-Tech Holdings Ltd.

2. The articles have been amended as follows (provide article numbers, if available):

First: The name of the corporation is Cascade Energy Inc.

Fourth: That the total number of stock authorized that may be issued by the Corporation is Two Hundred Million (200,000,000) shares of Common stock with a par value of One Tenth of One Cent ($0.001) per share and Five Million (5,000,000) shares of Preferred stock with a par value of One Tenth of One Cent ($0.001) per share and no other class of stock shall be authorized.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is:

4. Effective date of filing (optional):

5. Officer Signature (required):

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684-5708
Website: secretaryofstate.biz

Entity #
C32070-2003
Document Number
20050151300-47

Date Filed
4/27/2005 8:02:32 AM
In the office of

Dean Heller
Secretary of State

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

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3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 60.42%

4. Effective date of filing (optional):

5. Officer Signature (required):

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.