



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

*Via U.S. Mail and Facsimile*

Mail Stop 4631

September 28, 2009

Jeff Mak  
President and Chief Executive Officer  
Constant Environment, Inc.  
1310 Contour Drive  
Mississauga, Ontario, Canada, L5H 1B2

**Re: Constant Environment, Inc.  
Amendment No. 2 to Registration Statement on Form S-1  
Filed September 11, 2009  
File No. 333-161406  
Form 10-Q For Fiscal Quarter Ended June 30, 2009  
File No. 333-157621**

Dear Mr. Mak:

We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

FORM S-1

General

1. We note your response to comment 1 in our letter dated September 10, 2009, and that several selling stockholders continue to offer in excess of 10% of the number of shares held by non-affiliates. Please further explain the “circumstances” to which you refer in support of your position that these transactions are eligible to be made on a shelf basis under Rule 415(a)(1)(i) and do not instead represent a primary offering which must be made at a fixed price. Please refer to the Securities Act Rules Compliance and Disclosure Interpretations 612.09. In your analysis, you may wish to address the following factors:

- The number and nature of the selling stockholders and the percentage of the overall offering made by each stockholder;
- The date on which and the manner in which each selling stockholder received their shares; and
- The relationship of each selling stockholder to the company, including an analysis of whether the selling stockholder is an affiliate of the company.

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

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- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

Please contact Terence O'Brien, Accounting Branch Chief at (202) 551-3355 with any accounting questions. Please contact Sherry Haywood, Staff Attorney at (202) 551-3345 or me at (202) 551-3760 with any other questions.

Sincerely,

Pamela Long  
Assistant Director

cc: Gregg E. Jaclin, Esq. (*Via facsimile 732/577-1188*)  
Anslow & Jaclin, LLP  
195 Route 9, South, Suite 204  
Manalapan, NJ 07726