

F02000006103

(Requestor's Name)

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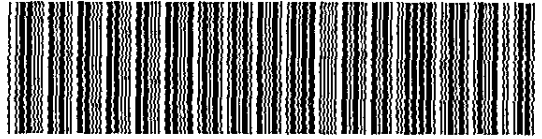
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Rentokil Initial, Inc.
4067 Industrial Park Drive
Building 3-A
Norcross, Georgia 30071
Telephone: (770) 495-0337
FAX # (770) 495-8610

TRANSMITTAL LETTER

To: Amendment Section
Division of Corporations

Subject: Rentokil Holdings, Inc.

The enclosed Application to Amended Certificate of Authority of a Foreign Corporation and fee are submitted for filing.

- The amendment is to change the name of **Rentokil Holdings, Inc.** to **Initial Tropical Plants Inc.**
- Rentokil Holdings, Inc. and Rentokil Inc – Tropical Plant Services were merged together on December 31, 2002 with Rentokil Holdings being the survivor.
- Immediately following the merger Rentokil Holdings, Inc. changed its name to Initial Tropical Plants Inc.

Please return all correspondence concerning this matter to:

Kathy Robison
Rentokil Initial, Inc
4067 Industrial Park Dr. #3-A
Norcross, Ga 30071

Or call
Phone 678-584-2020

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000006163
(Document number of corporation (if known))

1. Rentokil Holdings, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. 12/19/02 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Filed 12/30/2002; Effective 12/31/2002
5. Initial Tropical Plants Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James H. Bilderback
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

James H. Bilderback
(Typed or printed name)

JAN 06 2003
(Date)

Secretary
(Title)

Delaware

PAGE 1

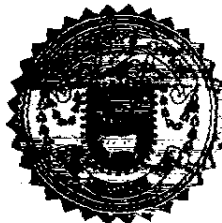
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RENTOKIL INC. - TROPICAL PLANT SERVICES", A WISCONSIN CORPORATION,

WITH AND INTO "RENTOKIL HOLDINGS, INC." UNDER THE NAME OF "INITIAL TROPICAL PLANTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.



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030010757

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2189973

DATE: 01-07-03

CERTIFICATE OF MERGER
OF
RENTOKIL INC. - TROPICAL PLANT SERVICES
INTO
RENTOKIL HOLDINGS, INC.

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Rentokil Holdings, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Rentokil Holdings, Inc.	Delaware
Rentokil Inc. - Tropical Plants Services	Wisconsin

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Rentokil Holdings, Inc., which shall hereinwith be changed to Initial Tropical Plants Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Rentokil Holdings, Inc., as amended below, shall be the Certificate of Incorporation of the surviving corporation. Article FIRST of the Certificate of Incorporation of Rentokil Holdings, Inc. is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is Initial Tropical Plants Inc. (hereinafter, the "Corporation").

FIFTH: The executed agreement of merger is on file at an office of the Surviving Corporation, 3750 W. Deerfield Road, P.O. Box 710, Riverwoods, IL 60015-0710. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The authorized capital stock of Rentokil Inc. - Tropical Plants Services consists of 31,250 shares of common stock each having no par value.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the General Corporation Law of the State of Delaware govern such effective date, shall be the 31st day of December, 2002.

IN WITNESS WHEREOF, Rentokil Holdings, Inc. has caused this Certificate of Merger to be executed in its corporate name this 17th day of December, 2002.

Rentokil Holdings, Inc.

By: /s/ James H. Bilderback

Name: James H. Bilderback

Title: Secretary