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Florida Department of State  
Division of Corporations  
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Division of Corporations  
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## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

## FOREIGN PROFIT/NONPROFIT CORPORATION

ARS Acquisition Corp. d/b/a ARS American Residential

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ARS Acquisition Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
ARS American Residential Services Acquisition Corp.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DE 3. 33-1143096  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/07/06 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 965 Ridge Lake Blvd., Suite 201, Memphis, TN 38120  
(Principal office address)  
Same  
(Current mailing address)
8. Flow thru entity  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
Name: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(City) (Zip code)

## 10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: CT Corporation System  
[Signature]  
(Registered agent's signature)

**Erin McBroarty**  
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

|                                             |                                      |                  |                          |
|---------------------------------------------|--------------------------------------|------------------|--------------------------|
| <b>Director</b><br><del>Chairman</del>      | Jack I. Ruff                         | <b>Directors</b> | Frederick J. Iseman      |
| Address:                                    | 595 South Federal Highway, Suite 500 |                  | 500 Park Ave., 8th Floor |
|                                             | Boca Raton, FL 33432                 |                  | New York, NY 10022       |
| <b>Director</b><br><del>Vice Chairman</del> | Robert Farenhem                      |                  | Steven M. Lefkowitz      |
| Address:                                    | 595 South Federal Highway, Suite 500 |                  | 500 Park Ave., 8th Floor |
|                                             | Boca Raton, FL 33432                 |                  | New York, NY 10022       |
| <b>Director:</b>                            | Donald K. Karnes                     |                  | Thomas Ritchie           |
| Address:                                    | 965 Ridge Lake Blvd., Suite 201      |                  | 500 Park Ave., 8th Floor |
|                                             | Memphis, TN 38120                    |                  | New York, NY 10022       |
| <b>Director:</b>                            | David M. Slott                       |                  |                          |
| Address:                                    | 965 Ridge Lake Blvd., Suite 201      |                  |                          |
|                                             | Memphis, TN 38120                    |                  |                          |

**B. OFFICERS**

|                                         |                                                    |
|-----------------------------------------|----------------------------------------------------|
| <b>President:</b>                       | David M. Slott                                     |
| Address:                                | 965 Ridge Lake Blvd., Suite 201                    |
|                                         | Memphis, TN 38120                                  |
| <b>CEO</b><br><del>Vice President</del> | Donald K. Karnes                                   |
| Address:                                | 965 Ridge Lake Blvd., Suite 201                    |
|                                         | Memphis, TN 38120                                  |
| <b>Secretary:</b>                       | James T. McMahon                                   |
| Address:                                | 965 Ridge Lake Blvd., Suite 201, Memphis, TN 38120 |
| <b>Treasurer:</b>                       | James T. McMahon                                   |
| Address:                                | 965 Ridge Lake Blvd., Suite 201, Memphis, TN 38120 |

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David M. Slott  
(Signature of Director or Officer listed in number 12 of the application)
14. David M. Slott, President  
(Typed or printed name and capacity of person signing application)

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARS ACQUISITION CORP." 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 SEVENTH DAY OF AUGUST, A.D. 2007.

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: 5907240

DATE: 08-07-07