

F99000002011

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CORPORATION(S) NAME

Sears Termite & Pest Control Franchise Corp.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Sears Termite & Pest Control Franchise Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. April 14, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

Dept. B6-272B c/o C.N. Matthews

7. 3333 Beverly Road Hoffman Estates, IL 60179

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted by the laws of Florida.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

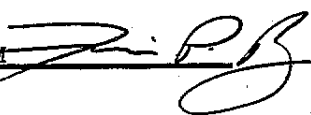
Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
(Registered agent's signature)



Francis P. Regan
Assistant Secretary

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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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Pamela R. Schneider*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PAMELA R. SCHNEIDER, SECRETARY
(Typed or printed name and capacity of person signing application)

(Continued)

Application by Foreign Corporation for Authorization to Transact Business in Florida

SEARS TERMITE & PEST CONTROL FRANCHISE CORP.

Item 12A – Directors

Richard Srednicki
3333 Beverly Road
Hoffman Estates, IL 60179

Michael Toll
3333 Beverly Road
Hoffman Estates, IL 60179

John Pigott
3333 Beverly Road
Hoffman Estates, IL 60179

Item 12-B Officers

Robert B. Case President
3333 Beverly Road
Hoffman Estates, IL 60179

Stephen M. Gallagher Vice President
3333 Beverly Road
Hoffman Estates, IL 60179

Thomas J. Dubnicka Treasurer
3333 Beverly Road
Hoffman Estates, IL 60179

Pamela R. Schneider Secretary
3333 Beverly Road
Hoffman Estates, IL 60179

Jay Keating Assistant Secretary
3333 Beverly Road
Hoffman Estates, IL 60179

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEARS TERMITE & PEST CONTROL FRANCHISE 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 FIFTEENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9687934

DATE: 04-15-99