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**Jan 17 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P05152 (4)
1. Corporation Name
RENTOKIL INC. - TROPICAL PLANT SERVICES



Principal Place of Business: **RENTOKIL-FT LAUDERDALE 5911 SW 39TH AVE. FT. LAUDERDALE FL 33312 US**
Mailing Address: **P.O. BOX 710 ATTN: CORP ACCOUNTING RIVERWOODS IL 60015-0710 US**

3. Date Incorporated or Qualified 03/01/1985	3a. Date of Last Report 01/24/1996
4. FEI Number 39-1022457	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 State, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 25	29 30

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent
	81 Name
	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VC	NAME LEIDER, GERARD F.	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 620 BROAFSMORE	CITY- ST- ZIP LAKE FOREST IL	1.2 NAME	See list ATTACHED FOR CHANGES AND ADDITIONS
TITLE VPF	NAME SMESTAD, RANDALL M.	1.3 STREET ADDRESS	
STREET ADDRESS 1143 FURLONG DRIVE	CITY- ST- ZIP LIBERTYVILLE IL	1.4 CITY- ST- ZIP	
TITLE P	NAME COTTRILL, RICHARD J	2.1 TITLE	
STREET ADDRESS 1537 JOHNSON DRIVE	CITY- ST- ZIP BUFFALO GROVE IL	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE S	NAME KLEINE, THOMAS R.	2.3 STREET ADDRESS	
STREET ADDRESS 23 THORNFIELD LANE	CITY- ST- ZIP HAWTHORN WOODS IL	2.4 CITY- ST- ZIP	
TITLE VP	NAME ANDERSON, TERRY R.	3.1 TITLE	
STREET ADDRESS 4915 TERRA COTTA RD	CITY- ST- ZIP CRYSTAL LAKE IL	3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE VP	NAME SADLER, WILLIAM J.	3.3 STREET ADDRESS	
STREET ADDRESS 203 N. WABASH, SUITE 410	CITY- ST- ZIP CHICAGO IL	3.4 CITY- ST- ZIP	
TITLE S	NAME KLEINE, THOMAS R.	4.1 TITLE	
STREET ADDRESS 23 THORNFIELD LANE	CITY- ST- ZIP HAWTHORN WOODS IL	4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE VP	NAME ANDERSON, TERRY R.	4.3 STREET ADDRESS	
STREET ADDRESS 4915 TERRA COTTA RD	CITY- ST- ZIP CRYSTAL LAKE IL	4.4 CITY- ST- ZIP	
TITLE VP	NAME SADLER, WILLIAM J.	5.1 TITLE	
STREET ADDRESS 203 N. WABASH, SUITE 410	CITY- ST- ZIP CHICAGO IL	5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE S	NAME KLEINE, THOMAS R.	5.3 STREET ADDRESS	
STREET ADDRESS 23 THORNFIELD LANE	CITY- ST- ZIP HAWTHORN WOODS IL	5.4 CITY- ST- ZIP	
TITLE VP	NAME SADLER, WILLIAM J.	6.1 TITLE	
STREET ADDRESS 203 N. WABASH, SUITE 410	CITY- ST- ZIP CHICAGO IL	6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE S	NAME KLEINE, THOMAS R.	6.3 STREET ADDRESS	
STREET ADDRESS 23 THORNFIELD LANE	CITY- ST- ZIP HAWTHORN WOODS IL	6.4 CITY- ST- ZIP	
TITLE VP	NAME SADLER, WILLIAM J.	6.4 CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: *Thomas R. Kleine, Secretary* 01-06-97 847/634-4250 EXT 261
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

RENTOKIL INC. -TROPICAL PLANT SERVICES

3750 W. Deerfield Road P.O. Box 710 Riverwoods, IL 60015-0710 FEIN 39-1022457 SIC 7359
Phone 847/634-4250 FAX 847/634-8820

OFFICERS & DIRECTORS

Vice Chairman	Gerard F. Lelder*	358-36-8332	620 Broadsmoore, Lake Forest, IL 60045
No America Mgr Director	J. Richard Cottrill*	260-13-9912	4318 Whitewater Creek Road, Atlanta, GA 30327
President (CEO)	Terry R. Anderson	323-38-8055	4915 Terra Cotta Rd., Crystal Lake, IL 60014
Vice President of Finance (CFO) & Asst. Secretary	Treasurer Randall M. Smestad*	388-56-7650	1143 Furlong Drive, Libertyville, IL 60048
Secretary	Thomas R. Kleine	347-38-3750	23 Thornfield Lane, Hawthorn Woods, IL 60047
Regional Vice President	Sally J. Briese	346-54-8770	6205 Skyline Drive, Houston, TX 77057-7007
Regional Vice President	Michael G. Scheuring	351-40-5461	937 N. Euckid Ave., Oak Park, IL 60302
Vice President/ Cleveland	David L. McKee	282-48-1072	29263 Clemens Road, Cleveland, OH 44145
Vice President/ Chicago (metro)	Gary A. Batty	080-46-6465	3146 Burge Drive, Crown Point, IN 46307
Vice President/ Chicago Suburban	Frank R. McMullin	348-32-4687	855 E. Aptakisic Rd., Buffalo Grove, IL 60089-6678
Vice President/ Milwaukee	Brian W. Stanley	330-56-3199	7221 West Green Tree Road, Milwaukee, WI 53223-5091
Vice President/ St. Louis	Joseph H. Gallaher	488-70-2387	3952 Clayton Ave., St. Louis, MO 63110-1714
Vice President/ Ft. Lauderdale	Kevin R. Foy	338-42-4700	5911 S.W. 39th Ave., Ft. Lauderdale, FL 33312
Vice President/ Houston	Margaret H. Whittemore	419-96-1995	6205 Skyline Drive, Houston, TX 77057-7007
Vice President/ Washington	Terry Biesboer	494-64-2428	16000 Columbia Pike, Burtonsville, MD 20866
Vice President/ Kansas City	Phyllis R. Wiley	471-44-1603	1864 North Topping, Kansas City, MO 64120-1228
Vice President/ Atlanta	Douglas R. Barnes	195-50-2020	1019 B Collier Road N.W., Atlanta, GA 30318-2401
Vice President/ Denver	Sherry Stieduhar	523-90-7698	1925 South Rosemary St. F-H, Denver, CO 80231-3233
Vice President/ Dallas	Linda M. Hasley	220-66-3449	3500 Easy Street, Dallas, TX 75247
Vice President/ Boston	Paul L. Wilkinson	257-45-7341	281 Newtonville Ave., Newton, MA 02160
Vice President/ Los Angeles	Janis B. Nau	520-70-7335	1315 W. 130th Street, Gardena, CA 90247
Vice President/ New Jersey	Karen E. Corcoran	043-52-8769	10 Bloomfield Avenue, Pine Brook, NJ 07058
Vice President/ San Francisco	Matthew A. Nelson	392-62-5886	729 Tennessee Street, San Francisco, CA 94107-3031
Vice President/ Primescape Products	Timothy J. Gibbons	359-62-4997	3750 West Deerfield Rd., Riverwoods, IL 60015
Director	Clive M. Thompson*	N/A	Quarry Dean, Wildernesse Ave., Seven Oaks Kent, England
Director	Christopher T. Pearce*	N/A	Felcourt, East Grinstead West Sussex, RH192JY, England

Note: Term Expires 12/31/97

*Director for Rentokil Inc.-Tropical Plant Services

Last revision 01/06/97
aml\minutes\officers