

AUG-18-99 10:17AM

FROM-SALLEY FEINBERG HAMES HINTZE PA

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Division of Corporations

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552357

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BASIC AMENDMENT

MIDDLETON PEST CONTROL, INC.

Certificate of Status	0
Certified Copy	1
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Amendment  
08-18-99  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 17, 1999

MIDDLETON PEST CONTROL, INC.  
1900 33RD ST  
ORLANDO, FL 32839US

SUBJECT: MIDDLETON PEST CONTROL, INC.  
REF: 552357

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Karen Gibson  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MIDDLETON PEST CONTROL, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is MIDDLETON PEST CONTROL, INC.

SECOND: Article III of said Articles of Incorporation is amended by deleting the provisions of said Article III as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE III

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue 500 shares of Class A voting common stock and 5,000 shares of Class B nonvoting common stock, having a par value of One Dollar (\$1.00) per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall not have cumulative voting rights in any election of directors of the Corporation. The holders of Class B common stock shall have no voting rights. Other than the disparity in voting rights, Class A common and Class B common stock shall be identical in every respect.

3. Consideration for Issuance of Stock. The Board of Directors of the

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Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price."

THIRD: The foregoing Amendment was adopted by a Joint Written Consent of the Board of Directors and the Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment and executed by all of the Directors of said Corporation on August 2, 1999.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers and its corporate seal to be

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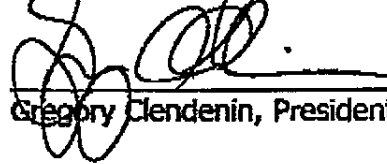
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affixed hereto this 2nd day of August, 1999.

MIDDLETON PEST CONTROL, INC.



Gregory Clendenin, President

(Corporate Seal)

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