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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

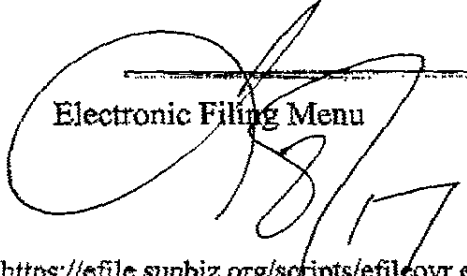
American Residential Services Management Corp.

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8/16/2007

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. American Residential Services Management Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 06-1803330

(FEI number, if applicable)

4. 11/02/2006

(Date of incorporation)

5. Perpetual

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

6. 08/31/2007

(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. Management company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(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.

C T Corporation System

By: Kristine Heiberger

(Registered agent's signature)

Kristine Heiberger

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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TALLAHASSEE, FLORIDA

A. DIRECTORSChairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: SEE ATTACHMENT

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. _____

(Signature of Director or Officer listed in number 13 of the application)

14. David M. Slot, President

(Typed or printed name and capacity of person signing application)

American Residential Services Management Corp.**Board of Directors**

Jack I. Ruff
595 South Federal Highway, Suite 500
Boca Raton, FL 33432

Robert Farenhem
595 South Federal Highway, Suite 500
Boca Raton, FL 33432

Donald K. Karnes
965 Ridge Lake Blvd., Suite 201
Memphis, TN 38120

David M. Slott
965 Ridge Lake Blvd., Suite 201
Memphis, TN 38120

Frederick J. Iseman
500 Park Ave., 8th Floor
New York, NY 10022

Steven M. Lefkowitz
500 Park Ave., 8th Floor
New York, NY 10022

Thomas Ritchie
500 Park Ave., 8th Floor
New York, NY 10022

Officers

Donald K. Karnes CEO
965 Ridge Lake Blvd. Suite 201
Memphis, TN. 38120

David M. Slott President
965 Ridge Lake Blvd. Suite 201
Memphis, TN 38120

James T. McMahon CFO & Sec
965 Ridge Lake Blvd. Suite 201
Memphis, TN 38120

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN RESIDENTIAL SERVICES MANAGEMENT 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 AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

4244601 8300
070924056



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5928238

DATE: 08-15-07