

CT CORPORATION SYSTEM

F59851

CORPORATION(S) NAME

Sears Termite & Pest Control, Inc. Merging into: Sears Termite & Pest C

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200004625252--2
-10/05/01--01053--013
*****60.00 *****60.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/5/01

Order#: 4832033

Ref#: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amount: \$ _____

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RECEIVED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 5, 2001

CT CORPORATION SYSTEM

SUBJECT: SEARS TERMITE & PEST CONTROL, INC.
Ref. Number: F59851

We have received your document for SEARS TERMITE & PEST CONTROL, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following:

The Articles of Merger must have the address of the merging entity and the surviving entity.

Per your conversation with Gretchen, please correct Part one of the Plan of Merger.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 201A00055941

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SEARS TERMITE & PEST CONTROL, INC., A FLORIDA ENTITY F59851

INTO

SEARS TERMITE & PEST CONTROL II, LLC, entity not qualified in Florida.

File date: October 5, 2001

Corporate Specialist: Trevor Brumbley

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Sears Temite & Pest Control, Inc.</u> <u>3333 Beverly Road</u> <u>Hoffman Estates, IL 60179</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>F59851</u>		FEI Number: <u>59-2156849</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sears Termite & Pest Control II, LLC 3333 Beverly Road Hoffman Estates, IL 60179	Delaware	Limited Liability Company
Florida Document/Registration Number: <u>Not Applicable</u>		FEI Number: <u>59-3233224</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

October 5, 2001

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

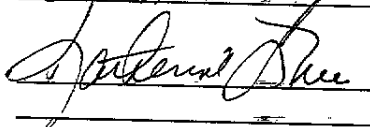
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Sears Termite & Pest Control
II, LLC

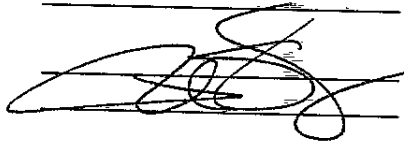
Signature(s)



Typed or Printed Name of Individual

Katherine Nee, Assistant Secretary

Sears Termite & Pest Control, Inc.



Paul Shay, Secretary

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SECRETARY OF STATE
HALL AT ASSESSMENT FLTRID

APPROVED
AND
FILED

(Attach additional sheet(s) if necessary)

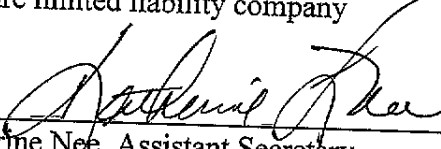
* * * *

SIXTH: All the property, rights, privileges, powers and franchises of the Merging Corporation shall upon the effectiveness of the merger be vested in and held and enjoyed by the Surviving Company as fully and entirely and without change or diminution as the same were

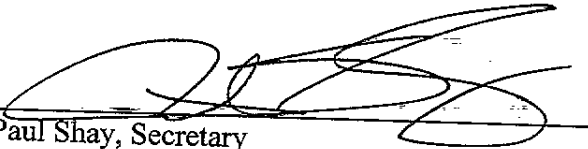
theretofore held and enjoyed by the Merging Corporation and the Surviving Company shall thereupon assume all of the obligations of the Merging Corporation.

SEVENTH: The foregoing Plan of Merger was duly adopted by the Sole Member of the Surviving Company on September 27, 2001.

EIGHTH: The surviving company is not managed by one or members
SEARS TERMITE & PEST CONTROL II, LLC,
a Delaware limited liability company

By: 
Katherine Nee, Assistant Secretary

SEARS TERMITE & PEST CONTROL, INC,
a Florida corporation

By: 
Paul Shay, Secretary

APPROVED
AND
FILED

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TALLAHASSEE, FLORIDA