

ServiceMASTER.

Law Department

The ServiceMaster Company
One ServiceMaster Way
Downers Grove, IL 60515-1700
630/271-1300
Fax: 630/271-5797

March 5, 1998

F98000001785

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

w97-28634

Re: Qualification to Do Business by The ServiceMaster Company

Dear Secretary of State:

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-03/09/98--01158--006
*****70.00 *****70.00

This letter constitutes a request by The ServiceMaster Company, a Delaware corporation with its headquarters in Downers Grove, Illinois ("ServiceMaster"), for your office to reconsider and accept the enclosed application of ServiceMaster to qualify to do business in your state.

ServiceMaster previously attempted to qualify to do business in your state, but your office rejected ServiceMaster's application on the grounds that ServiceMaster's company name conflicts with the name(s) of one or more companies previously organized or qualified in your state, a list of which appears in Exhibit A. ServiceMaster disagrees with your office's conclusion and takes the position that its company name does not conflict with the name(s) of one or more companies previously organized or qualified in your state.

ServiceMaster is a holding company. It conducts no actual business (for purposes of corporate qualification statutes) except in Illinois where some employees office. Instead of conducting its own business, subsidiaries of ServiceMaster, many of which are qualified in your state, conduct business with customers.

Despite its status as a holding company, ServiceMaster regularly takes a conservative approach in determining whether to qualify to do business in different jurisdictions. Based on a review of your state's corporate statute governing the qualification of foreign entities, however, ServiceMaster legally need not qualify to do business in your state and pay franchise taxes. Not to qualify does no damage to ServiceMaster because it eliminates yet another corporate annual report and saves ServiceMaster the cost of your state's franchise taxes. Nonetheless, ServiceMaster is willing qualify to do business in your state (and pay franchise taxes) under ServiceMaster's own company name, but to qualify under an alias when no true name conflict exists is unacceptable.

Before your office determines whether to accept the enclosed application, please consider the following observations:

- **Practical Considerations.** The name "The ServiceMaster Company" in no practical sense conflicts with any of the company names in Exhibit A.
- **Operational Considerations.** The contrast between ServiceMaster and the companies in Exhibit A is great and precludes confusion. ServiceMaster is an international, Fortune 500 conglomerate with revenues in excess of \$4 billion generated from a wide variety of services, such as lawn care services, pest control services, home warranty services, and management services. The companies in Exhibit A

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are local cleaning services businesses with relatively small revenues. ServiceMaster is the owner of the service mark "ServiceMaster" and licenses the mark for use in connection with cleaning services. The companies in Exhibit A are licensed to use the service mark "ServiceMaster" by a ServiceMaster subsidiary. ServiceMaster celebrates its fiftieth anniversary this year. The companies in Exhibit A are much younger.

- Computer System. If the computer system used by your office to track registrants can not distinguish between "The ServiceMaster Company" and the companies in Exhibit A, then the problem is more the sophistication of the computer system than any genuine confusion among companies.
- Practices of Other States. ServiceMaster recently has qualified without difficulty in forty-five (45) states. ServiceMaster is puzzled about why your state chooses to impose extraordinary qualification requirements unless it is a matter of local pride. ServiceMaster respects local pride, but is it worth the revenue loss?
- Uneven Treatment. The ServiceMaster Company Limited Partnership, a now-liquidated subsidiary, was qualified in your state until it withdrew, effective December 26, 1997. ServiceMaster is baffled about why your state would permit "The ServiceMaster Company Limited Partnership" to qualify, but deem "The ServiceMaster Company" ineligible to qualify.

In light of the foregoing considerations, ServiceMaster requests your office to reconsider and accept the enclosed application of ServiceMaster to qualify to do business in your state. Any filing fee will be paid by ServiceMaster's registered agent, CT Corporation System.

If you have questions, please contact me at the above address and telephone number. ServiceMaster looks forward to receiving soon its certificate of qualification from your office.

Very truly yours,



Douglas W. Colber
Vice President and Legal Counsel

DWC:dwc

Enclosure

cc: CT Corporation System (Attn: Jennifer Kranz)





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1997

CT CORP

SUBJECT: THE SERVICEMASTER COMPANY
Ref. Number: W97000028634

We have received your document for THE SERVICEMASTER COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 797A00060370

ServiceMASTER

Exhibit A

Allegedly Conflicting Company Names in Florida

ServiceMaster-Florida, Inc.



ServiceMASTER®

Law Department

**The ServiceMaster
Company**
One ServiceMaster Way
Downers Grove, IL 60515-1700
630/271-1300
Fax: 630/271-5797

March 25, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Hart Collins

Re: Qualification to do Business by The ServiceMaster Company

Dear Mr. Collins:

Enclosed please find an executed and signed Consent For Use Of Similar Name for The ServiceMaster Company to use the name "The ServiceMaster Company" in the state of Florida for the purpose of qualifying to do business as a foreign corporation.

Having already submitted the required application for authorization to transact business in Florida, I trust you now have the complete documentation necessary for The ServiceMaster Company to receive its certificate of qualification.

If you have any questions, please call me at (630) 271-2502. Thank you.

Sincerely,

Eva Loeffler

Eva Loeffler
Paralegal Intern

cc: Douglas W. Colber, Esq.

Encl.



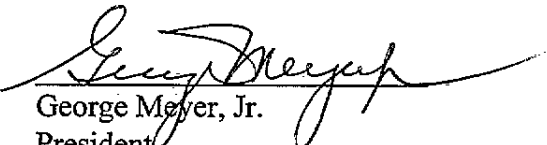
CONSENT FOR USE OF SIMILAR NAME

ServiceMaster-Florida, Inc.,
a Florida corporation.

ServiceMaster-Florida, Inc., a Florida corporation, consents to The ServiceMaster Company, a Delaware corporation, using the name "The ServiceMaster Company" in the state of Florida for the purpose of qualifying to do business as a foreign corporation, obtaining licenses, conducting business, and the like.

Dated: March 17, 1998

ServiceMaster-Florida, Inc.,
a Florida corporation

By: 
George Meyer, Jr.
President

**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. The ServiceMaster Company
(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 3. 36-3858106
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 10, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 26, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. One ServiceMaster Way, Downers Grove, Illinois 60515

(Current mailing address)

8. See attached purpose clause
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

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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

Francis P. Reagan
(Registered agent's signature) (Officer)

Francis P. Reagan, Asst. Secy
(Type Name and Title of Officer)

Treasurer: _____

Address: _____

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

13. *Douglas W. Colber* *2-27-98*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas W. Colber, Vice President
(Typed or printed name and capacity of person signing application)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

The ServiceMaster Company

OFFICERS

Carlos H. Cantu, President and Chief Executive Officer
One ServiceMaster Way
Downer Grove, IL 60515

Susan D. Baker, Vice President and Secretary
One ServiceMaster Way
Downers Grove, IL 60515

Douglas W. Colber, Vice President, Assistant Secretary and Legal Counsel
One ServiceMaster Way
Downer Grove, IL 60515

DIRECTORS

Henry O. Boswell
One ServiceMaster Way
Downers Grove, IL 60515

Kay A. Orr
One ServiceMaster Way
Downers Grove, IL 60515

C. William Pollard
One ServiceMaster Way
Downers Grove, IL 60515

Philip B. Rooney
One ServiceMaster Way
Downers Grove, IL 60515

Burton E. Sorenson
One ServiceMaster Way
Downers Grove, IL 60515

Charles W. Stair
One ServiceMaster Way
Downers Grove, IL 60515

David K. Wessner
One ServiceMaster Way
Downers Grove, IL 60515

Paul W. Berezny
One ServiceMaster Way
Downers Grove, IL 60515

Dallen W. Peterson
One ServiceMaster Way
Downers Grove, IL 60515

Carlos H. Cantu
One ServiceMaster Way
Downers Grove, IL 60515

Lord Brian Griffiths
One ServiceMaster Downers
Downers Grove, IL 60515

Sydney E. Harris
One ServiceMaster Way
Downers Grove, IL 60515

Herbert P. Hess
One ServiceMaster Way
Downers Grove, IL 60515

Gunther H. Knoedler
One ServiceMaster Way
Downers Grove, IL 60515

James D. McLennan
One ServiceMaster Way
Downers Grove, IL 60515

Vincent C. Nelson
One ServiceMaster Way
Downers Grove, IL 60515

Michelle Hunt
One ServiceMaster Way
Downers Grove, IL 60515

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
The ServiceMaster Company**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporations Law of the state of Delaware, including but not limited to, the performance of cleaning, maintenance, repair, laundry, food service, material management, grounds and lawn services and the managing and licensing thereof and the manufacturing and sale of equipment thereto.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SERVICEMASTER COMPANY" 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998.

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.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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