E99000004040

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 330273 4307494

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70.00

ORDER DATE : August 4, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 330273-005 200002952752--8

CUSTOMER NO: 4307494

CUSTOMER: Michelle Popu, Legal Asst
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

FILED
99 AUG -6 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ONESOURCE FRANCHISE SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
99 AUG -6 AM 11:31
DEPT. OF STATE
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jeanine Reynolds

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. OneSource Franchise Systems, Inc.
(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
(State or country under the law of which it is incorporated)

3. 22-3667071
(FEI number, if applicable)

4. July 14, 1999
(Date of incorporation)

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

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1600 Parkwood Circle, Suite 400
Atlanta, GA 30339
(Current mailing address)

8. Franchising of commercial cleaning services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Sylvia M. White
(Registered agent's signature)
Sylvia M. White, Authorized Rep.

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: ______

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eli D. Schoenfield, Assistant Secretary
(Typed or printed name and capacity of person signing application)

OneSource Franchise Systems, Inc.
List of Officers & Directors

Officers:

Name	Title	Business Address
Raymond A. Gross	President	4800 N. Federal Highway, Suite200B Boca Raton, FL 33431
George A. Williams	Sr. Vice President	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Steven J. Levine	Vice President & Secretary	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Ann M. Olbert	Treasurer	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Kenneth McGonagill	Asst. Treasurer	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Humaira Holley	Asst. Treasurer	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Scott Friedlander	Asst. Secretary	1600 Parkwood Circle, Suite 400 Atlanta, GA 30339
Roger Gebhard	Asst. Secretary	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Eli D. Schoenfield	Asst. Secretary	One Dag Hammarskjold Plaza New York, NY 10017

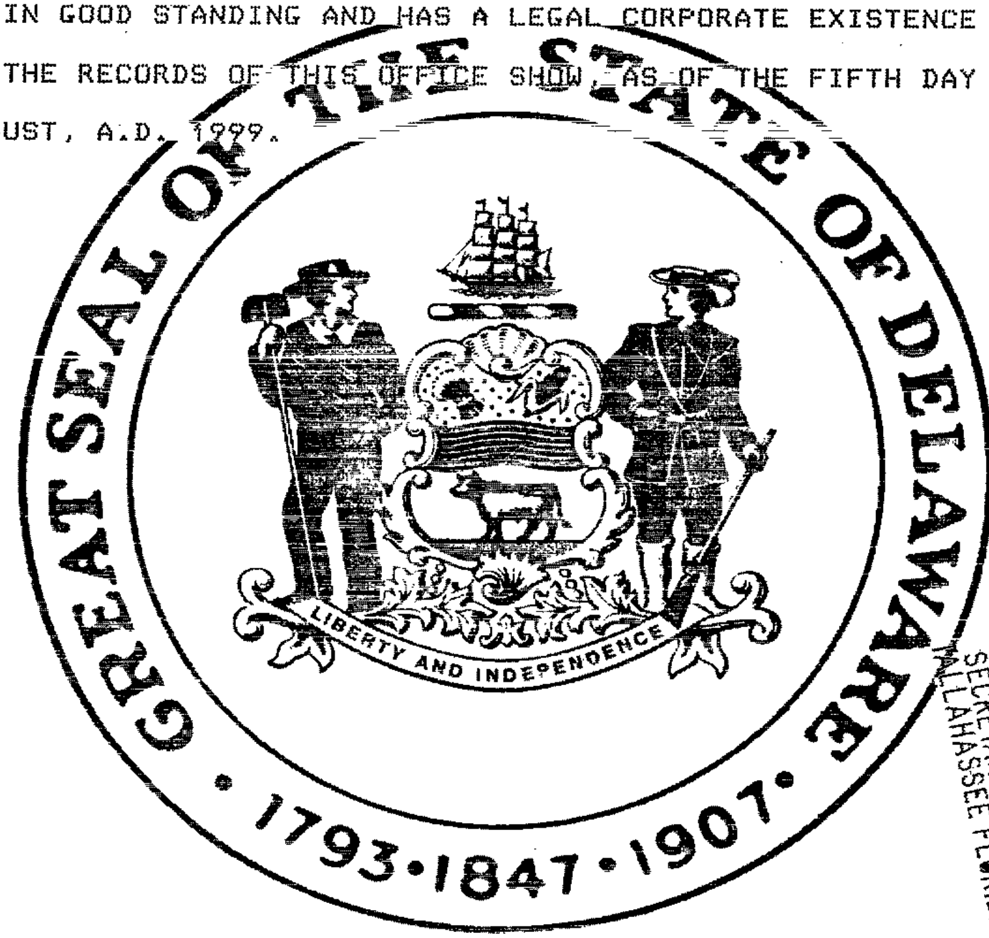
Directors:

Name	Business Address
Raymond A. Gross	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431
Steven J. Levine	4800 N. Federal Highway, Suite 200B Boca Raton, FL 33431

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONESOURCE FRANCHISE SYSTEMS, INC." 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 FIFTH DAY OF AUGUST, A.D. 1999.



FILED
99 AUG -6 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Edward J. Freel, Secretary of State

3069569 8300

991325531

AUTHENTICATION: 9906793

DATE: 08-05-99