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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-04/22/99--01014--007
*****285.00 *****285.00

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*****8.75 *****8.75

CORPORATION(S) NAME

Management Cleaning Controls, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" 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 checked="" 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 checked="" type="checkbox"/> CUS |
| <hr/> | | |
| <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 | | |

SECRET
TALLAHASSEE, FLORIDA

99 APR 21 PM 4:59

FILED

Name	4/22/99
Availability	Name dec
Document Examiner	Availability Document DCC Examiner
Updater	Updater DCC Verifier
Updater Verifier	Acknowledgement W.P. Verifier
Acknowledgement	DCC
W. P. Verifier	DCC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of
Controls, LLC certifies:

Management Cleaning

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STATE
TALLAHASSEE, FLORIDA

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 9,000,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ * ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ * .
(This total includes amounts from 2 and 3 above.)

*Pursuant to an Acquisition Agreement dated March 20, 1999, Management Cleaning Controls, Inc. contributed certain assets to Management Cleaning Controls, LLC in exchange for cash and Units in Management Cleaning Controls, LLC. See attached Schedule 1 to the Limited Liability Company Agreement of Management Cleaning Controls, LLC. Pursuant to a side (continued below)

Gerald M. Saluti

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gerald M. Saluti, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

(continued from above)

letter agreement, the blanks contained in the note to such Schedule 1 setting forth the agreed value of such assets will be completed following the preparation of the Closing Balance Sheet in accordance with the terms of the Acquisition Agreement.

Management Cleaning Controls, LLC

Schedule 1

March 20, 1999

Names of Members	Preferred Contribution (\$)	Common Capital Contribution (\$)	Total Capital Contribution (\$)	Preferred Units	Voting Common Units	Non-Voting Common Units	Management Incentive Units	Total Common Units	Percentage of Voting Common	Percentage of Total Common	Common Profits Percentage
NationsBanc Cap. Inv. SBIC, L.P. 100 North Tryon St., 25th Floor Charlotte, NC 28202-4006	6,750,000	2,250,000	9,000,000	84,906	-	68,140.0	-	68,140.0	0.00%	68.14%	68.14%
Mgt. Cleaning Controls, Inc. 10101 Linn Station Rd., Ste 600 Louisville, KY 40223	750,000	[250,000]	1,000,000	9,434	7,571.1	-	-	7,571.1	55.08%	7.57%	7.57%
CPAC, Inc. 2364 Leicester Road, POBox 175 Leicester, NY 14481	375,000	125,000	500,000	4,717	673	3,115.4	-	3,788.9	4.90%	3.79%	3.79%
Saluti Technology, LLC 1607 Ocean Avenue Spring Lake, NJ 07762	75,000	25,000	100,000	943	5,500.0	-	-	5,500.0	40.02%	5.50%	5.50%
Gerald M. Saluti 1607 Ocean Avenue Spring Lake, NJ 07762	-	-	-	-	-	-	7,000.0	7,000.0	0.00%	7.00%	7.00%
Joseph P. Diebold 105 Ridgeview Road North Wales, PA 19454	-	-	-	-	-	-	3,000.0	3,000.0	0.00%	3.00%	3.00%
James Bramble 5315 Montford Lane Crestwood, KY 40014	-	-	-	-	-	-	3,000.0	3,000.0	0.00%	3.00%	3.00%
Ruth Broom 1508 Itelmridge Court Louisville, KY 40222	-	-	-	-	-	-	1,000.0	1,000.0	0.00%	1.00%	1.00%
David Cobb 6300 Deerwood Court Montgomery, AL 36117	-	-	-	-	-	-	500.0	500.0	0.00%	0.50%	0.50%
Richard D. Ward 5618 Swamp Fox Road Jacksonville, FL 32210	-	-	-	-	-	-	500.0	500.0	0.00%	0.50%	0.50%
	7,950,000	2,650,000	10,600,000	100,000	13,744.6	71,255.4	15,000.0	100,000.0	100.00%	100.00%	100.00%

Note: Management Cleaning Controls Inc.'s Common Capital Contribution is based on a total fair market value of the transferred assets of \$_____, and total assumed liabilities of \$_____, of which \$_____ are recourse liabilities with respect to Management Cleaning Controls, Inc. and \$_____ of which are "excess nonrecourse liabilities" under Reg. § 1.752-3(b)(2). Therefore, the consideration transferred by the Company to Management Cleaning Controls, Inc. equals \$_____ in cash plus \$_____ for a total of \$_____. The remaining fair market value of the transferred assets of \$_____ represents assets contributed to the Company under § 721. See Treas. Reg. §§ 1.707-3, -5.

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TALLAHASSEE
SECURITY
APR 11 1999
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Management Cleaning Controls, LLC

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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

(Signature)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

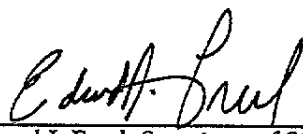
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANAGEMENT CLEANING CONTROLS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9689557

DATE: 04-15-99