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GATLIN, WOODS & CARLSON
Attorneys at Law
a partnership including a professional association

The Mahan Station
1709-D Mahan Drive
Tallahassee, Florida 32308

B. KENNETH GATLIN, P.A.
THOMAS F. WOODS
JOHN D. CARLSON
WAYNE L. SCHIFFELBORN

TELEPHONE (904) 877-1101
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May 2, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

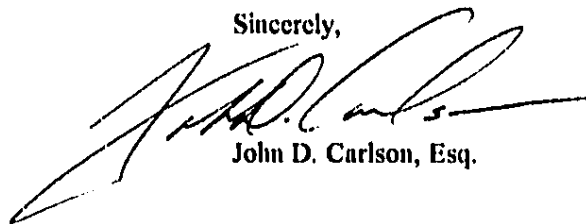
RECEIVED
MAY 10 1996
FILING
CLERK

Re: Georgia-Florida Exterminating Company, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation of the above-referenced corporation for filing. I have enclosed a check in the amount of \$70.00 to cover your fees in this regard. Please transmit to this office a certified copy of the Articles and Certificate of Incorporation.

Sincerely,



John D. Carlson, Esq.

Encs.
JDC:hw

cc: John McKinnon

F. CHESSEY MAY 9 1996

**ARTICLES OF INCORPORATION
OF
GEORGIA-FLORIDA EXTERMINATING COMPANY, INC.**

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The undersigned subscribers to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be GEORGIA-FLORIDA EXTERMINATING COMPANY, INC.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing with the filing of these Articles with the Secretary of State, Division of Corporations, State of Florida.

ARTICLE III

General Nature of Business

The general nature of business to be transacted by this Corporation is to engage in any and all business and have such powers permitted under the laws of the State of Florida, §607.0302, F.S., and more particularly but not limited to pest control services.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors.

ARTICLE V

Initial Registered Agent

The Initial Registered Agent and the street address of the Initial Registered Agent of this corporation shall be: John D. Carlson, 1709-D Mahan Drive, Tallahassee, FL 32308. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and may change the Registered Agent

ARTICLE VI

Initial Principal Office

The initial post office address of the principal office of this corporation in the State of Florida is:

309 Ridge Road
Tallahassee, FL 32310

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

The affairs of the corporation shall be conducted by a Board of Directors, and by such officers as the said directors may at any time elect or appoint. No officer or director need be a stockholder

of this corporation. The number of directors, not fewer than two (2) nor more than five (5), shall be designated and elected by the stockholders at their annual meeting.

ARTICLE VIII

Initial Directors

Until the first annual meeting of the stockholders, or until their successors have been elected and are qualified in accordance with the By-Laws, the following persons shall be the directors of the corporation:

**John McKinnon
309 Ridge Road
Tallahassee, FL 32310**

**Mildred R. McKinnon
309 Ridge Road
Tallahassee, FL 32310**

The directors shall have the power to adopt, amend and rescind By-Laws to fill vacancies occurring in the board from any cause, and to appoint from their own number an executive committee and other committees, and vest said committee or committees with all the power permitted by the By-Laws.

ARTICLE IX

Subscribers

The names and post office addresses of the subscriber of these Articles of Incorporation is as follows:

**John McKinnon
309 Ridge Road
Tallahassee, FL 32310**

ARTICLE X

Additional Provisions

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and its directors, are hereby adopted as a part of this Certificate of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by statutes or authorized by the Board of Directors, or by resolution of the stockholders.

(b) The Directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder or any shares of the capital stock of the

corporation be entitled as such, as a matter of right, to purchase or subscribe or any obligation which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall convey upon the holder or holders of such obligation the right to subscribe for or purchase the corporation any shares of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or are officers, of such other corporation, and any director or directors, individually or jointly, may be a party of parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, at or transaction of the corporation with any person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(e) The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation from and against any and all claims and liabilities to which such person shall have become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or committed by him as such director or officer, and shall reimburse

each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing to do so, in reliance upon the advice of counsel.

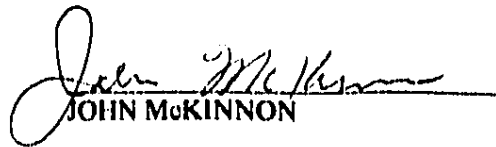
(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholders ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, alter change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal this 29 day of April, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and so hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


JOHN McKINNON

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29 day of April, 1996, by JOHN McKINNON who is personally known to me or who has produced drivers license as identification.



HEATHER A. WILLIS
MY COMMISSION # CC405402 EXPIRES
August 1, 1999
BONDED THRU TRU FAIN INSURANCE, INC.

Sign: 
NOTARY PUBLIC IN AND FOR
THE STATE OF FLORIDA

My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this ____ day of _____, 1996, by _____ who is personally known to me or who has produced _____ as identification.

Sign: _____
NOTARY PUBLIC IN AND FOR
THE STATE OF FLORIDA

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapters 48.091 and 607.0501, F.S., the following is submitted, in compliance with said Act:

First - That Georgia-Florida Exterminating Company, Inc., is desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Tallahassee, County of Leon State of Florida, and has named John D. Carlson, 1709-D Mahan Drive, Tallahassee, Florida 32308, as the Registered Agent who will accept service of process.

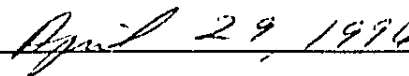
ACKNOWLEDGMENTS:

Having been named as Registered Agent and to accept service of process for the above stated corporation, 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 said Act and am familiar with and accept the obligations of my position as Registered Agent.

BY:


JOHN D. CARLSON

Date:


April 29, 1996

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JOHN D. CARLSON
ATTORNEY AT LAW

110 BLANT COLLEGE AVENUE
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 681-7101
TELESCOPE (904) 681-7000

January 9, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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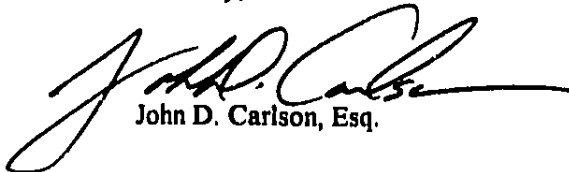
Re: Articles of Dissolution

Dear Sir/Madam:

Enclosed please find Articles of Dissolution for Georgia-Florida Exterminators, Inc. dated January 9, 1997. Please file the Articles with the Secretary of State and consider the corporation dissolved.

I have also enclosed a check in the amount of \$35.00 to cover your fees in this regard.

Sincerely,


John D. Carlson, Esq.

Encs.
JDC:hw

VS JAN 17 1997

Uldes

ARTICLES OF DISSOLUTION

Pursuant to §607.1401, Florida Statutes, this Florida corporation for profit submits the following Articles of Dissolution:

I

Corporate Name

The name of the corporation to be dissolved is Georgia-Florida Exterminating Company, Inc.

II

Date of Filing Articles

The date of filing articles of incorporation was May 3, 1996.

III

Liquidation of Business

The corporation has not issued shares of stock and has not commenced to conduct its affairs.

IV

Corporate Debt

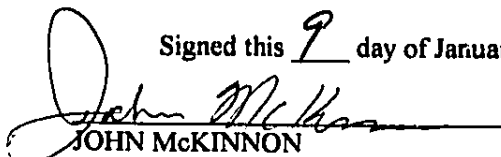
There is no debt of the corporation that remains unpaid.

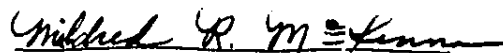
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Dissolution Authorized

The majority of directors of the corporation and majority of the incorporators of the corporation voted unanimously to dissolve the corporation January 7, 1997, pursuant to §607.1401, Florida Statutes.

Signed this 7 day of January 1997.


JOHN McKINNON
Chairman, Board of Directors
and Original Incorporator


MILDRED McKINNON
Secretary, Board of Directors

FILED
97 JAN 10 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing was acknowledged before me by JOHN McKINNON, who is personally known to me or who has produced a drivers license as identification this 7 day of January, 1997.

Heather A. Wells
NOTARY PUBLIC in and for
the STATE OF FLORIDA
My Commission Expires:

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing was acknowledged before me by MILDRED McKINNON, who is personally known to me or who has produced a drivers license as identification this 7 day of January, 1997.

Heather A. Wells
NOTARY PUBLIC in and for
the STATE OF FLORIDA
My Commission Expires: