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LEPCO & BLUMENTHAL
ATTORNEYS AT LAW
4651 ROSWELL RD., SUITE G-602
ATLANTA, GEORGIA 30342

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 18 AM 9:21

STANLEY M. LEPCO
NED BLUMENTHAL
also adm. FL, MD
KRISTIN B. NELSON

September 20, 1996

Of Counsel
DAVID L. RUBINAK
also adm. TX

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INTERNET
LOLNIN@aol.com

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

RE: Incorporation of Asset Pest Control, Inc.

800001980408--9
-10/18/96--01092--005
*****122.50 *****122.50

Dear Sir or Madame:

Enclosed please find an original and copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office for the above corporation and a check in the amount of \$122.50.

Thank you for your attention to this matter.

Kind regards

Very truly yours,


Ned Blumenthal

cc: Dennis L. Slotter

enclosures

D. BROWN OCT 22 1996

ARTICLES OF INCORPORATION OF
ASSET PEST CONTROL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 18 PM 5:21

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

Asset Pest Control, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1560 S.W. 4th Avenue
Boca Raton, Florida 33432

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Dennis L. Slotter
1560 S.W. 4th Avenue
Boca Raton, Florida 33432

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ned Blumenthal
4651 Roswell Road
Suite G-602
Atlanta, Georgia 30342

The undersigned has executed these Articles of Incorporation this 20th day of
September, 1996.

A handwritten signature in dark ink, appearing to read "Ned Blumenthal", is written over a horizontal line.

Ned Blumenthal
Incorporator
Fl. Bar # 0871140

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 18 AM 9:21

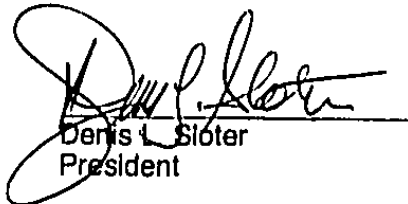
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: Asset Pest Control, Inc.
2. The name and address of the registered agent and office is:

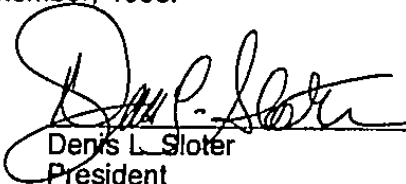
Denis L. Slotter
1560 S.W. 4th Avenue
Boca Raton, FL 33432

This 16TH day of September, 1996.


Denis L. Slotter
President

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 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.

This 16TH day of September, 1996.


Denis L. Slotter
President