



THE UNITED STATES
CORPORATION
COMPANY

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97 NOV -6 AM 8:58

ACCOUNT NO. : 072100000132F CORPORATION

REFERENCE : 591231 81250A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1997

ORDER TIME : 4:15 PM

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ORDER NO. : 591231-005

CUSTOMER NO: 81250A

CUSTOMER: Betty Villalba, Legal Asst.
HOWARD F. SCOTT, P.A.

Bayshore Executive Plaza, #870
10800 Biscayne Boulevard
Miami, FL 33161

DOMESTIC FILING

NAME: SOUTHERN ATLANTIC TERMITE AND
PEST CONTROL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
97 NOV -6 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[SN NOV - 6 1997

EFFECTIVE DATE
11/1/97

ARTICLES OF INCORPORATION
OF
SOUTHERN ATLANTIC TERMITE AND PEST CONTROL, INC.
TALLAHASSEE, FLORIDA

FILED

97 NOV -6 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be Southern Atlantic Termite and Pest Control, Inc.

ARTICLE II

This Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, \$0.10 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. Proportional shares shall be entitled to a proportional vote upon each said proposal. The Shareholders, by unanimous consent, shall enter into a Shareholder Agreement as described in Florida Statutes §607.0732. A majority vote (i.e. a vote in excess of fifty (50%) percent including proportional interest votes) shall be required to approve a proposal unless the Shareholders have provided otherwise in said Shareholder Agreement. No holder of shares of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Howard F. Scott and the principal address and registered office address of this Corporation is 2120 Fletcher Street, Hollywood, Florida 33020.

ARTICLE V

This Corporation is a "close corporation" as defined in Florida Statute §607.0732. All of the issued shares of common stock of this Corporation will be held of record by not more than four (4) persons.

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of November 1, 1997.

ARTICLE VII

The name and street address of the incorporator is Howard F. Scott, 2120 Fletcher Street, Hollywood, Florida 33020.

ARTICLE VIII

1. The Shareholders shall adopt the initial bylaws of this Corporation. The bylaws may be amended from time to time by unanimous consent of the Shareholders
2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
3. Each Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been an Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Officer.
4. An Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Officer or any firm of which any Officer is a member or any Corporation of which any Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by the written consent or vote of the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. An Officer interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein

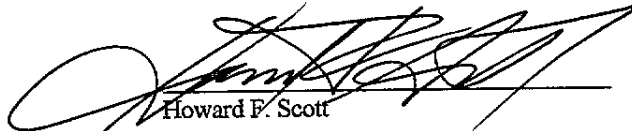
contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by unanimous consent of the Shareholders entitled to vote thereon, unless all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED, hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 1st day of November, 1997 executed these Articles of Incorporation.


Howard F. Scott

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 1st day of November, 1997 by Howard F. Scott, who is personally known to me or who has produced _____ as identification.



BEATRIZ VILLALBA
COMMISSION # CC 518693
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

Print name: Beatriz Villalba

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand and/or seal this 1st day of November, 1997.


Howard F. Scott

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 1st day of November, 1997 by Howard F. Scott, who is personally known to me or who has produced _____ as identification.




Notary Public, State of Florida

Print name: Beatriz Villalba

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CLERK OF STATE
TALLAHASSEE, FLORIDA