

**JOHN D. CARLSON**  
ATTORNEY AT LAW

501 EAST TENNESSEE STREET, SUITE B  
TALLAHASSEE, FLORIDA 32308

TELEPHONE (850) 681-7191  
TELECOPIER (850) 681-7333

P98000063259  
July 13, 1998

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

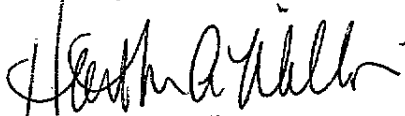
900002589569--0  
-07/15/98--01045--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Georgia-Florida Exterminating, Co., Inc.

Dear Sir or Madam:

Enclosed for filing please find an original and one (1) copy of Articles of Incorporation of Georgia-Florida Exterminating Co., Inc. along with your filing fee of \$78.75. Please forward to this office a stamped copy of the Articles and certificate of incorporation.

Sincerely,

  
Heather A. Willis  
Legal Assistant to Mr. Carlson

**FILED**  
98 JUL 15 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encs.  
JDC:hw

60  
7/17

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

**FILED**  
98 JUL 15 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**

**Shares**

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, 501 East Tennessee Street, Suite B, 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

### Incorporator

The names and post office addresses of the incorporator 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.

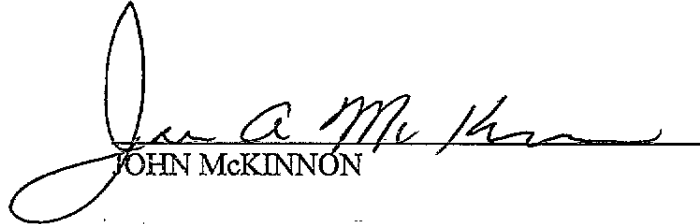
(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholders ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

## **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 24 day of July, 1998, 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

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 am familiar with and accept the obligations of my position as Registered Agent.

BY:   
JOHN D. CARLSON

Date: 7-10-98

articles.gfc

**FILED**  
98 JUL 15 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA