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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

February 8, 1999

Via Federal Express #809726601858

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-02/09/99--01081--006
*****78.75 *****78.75

Re: **AAA RITEWAY PEST MANAGEMENT SERVICES, INC.**

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, on the above named corporation.

Kindly process same and return the Articles in the enclosed self-addressed stamped envelope provided for your convenience. Thank you in advance.

Very truly yours,

Michael I. Kotler
Michael I. Kotler

MIK/snr
Enclosures
FAWS2000\DOCUMENT\CHERYL\ROTUNDO\AAA\Secystae.ltr

99-FEB-9 AM 11:41
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AAA RITEWAY PEST MANAGEMENT SERVICES, INC.

FILED
99 FEB -9 AM 11:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is

AAA RITEWAY PEST MANAGEMENT SERVICES, INC

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a pest control business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435**. The initial registered agent of this corporation is **DANIEL A. ROTUNDO** with his address at **410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this corporation is:

DANIEL A. ROTUNDO, 410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435

DONALD GLOWACKI, 410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435

DALE MARTIN, 410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

DANIEL A. ROTUNDO,
410 E. Boynton Beach Blvd., Suite B, Boynton Beach, FL 33435

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of January 1999.

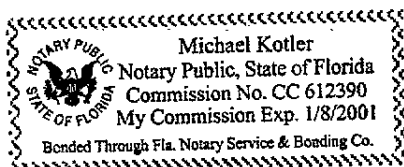

DANIEL A. ROTUNDO

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 11 day of January 1999, by **DANIEL A. ROTUNDO**, who is personally known to me (or who has produced _____ as identification) and who did take an oath.


Notary Public, State of Florida

(SEAL)



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

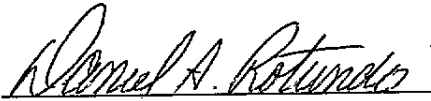
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99 FEB -9 AM 11:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **AAA RITEWAY PEST MANAGEMENT SERVICES, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boynton Beach, Florida**, County of **Palm Beach**, State of **Florida** has named **DANIEL A. ROTUNDO**, located at **410 E. Boynton Beach Blvd., Suite B, Boynton Beach, Florida 33435**, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


DANIEL A. ROTUNDO
(Registered Agent)