

Filing Fee: \$100.00

ID Number: 107208



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is ServiceMaster Aviation Services Limited Partnership
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

Handwritten notes: r/w/ak/...
...
...

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is

2. The limited partnership is organized under the laws of Delaware and the date of its formation is March 10, 1994.

3. The general character of the business it proposes to transact in Rhode Island is to render management services in the aviation industry

4. The name and address of the agent for service of process is CT Corporation System
(Name of Agent)
10 Weybosset Street Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

One ServiceMaster Way, Downers Grove, Illinois 60515
FILED
JUL 02 1999
By 226744

RECEIVED
JUL 02 1999
RECEIVED

7. The name and business address of each general partner is:

General Partner	Business Address
ServiceMaster Aviation	One ServiceMaster Way
Management Corporation	Downers Grove, Illinois 60515

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

One ServiceMaster Way, Downers Grove, Illinois 60515

9. A mailing address for the foreign limited partnership is: ServiceMaster Aviation Services Limited Partnership, Attn: Legal Dept., One ServiceMaster Way, Downers Grove, IL 60515

ServiceMaster Aviation Services Limited Partnership

Dated June 25, 19 99

By: ServiceMaster Aviation Management Corporation, General Partner
(Exact name of Limited Partnership making application)

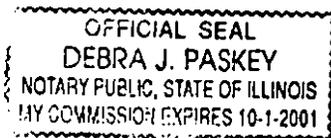
By: Douglas W. Colber, Asst. Sec.
General Partner

STATE OF ILLINOIS
COUNTY OF DUPAGE

In Downers Grove, Illinois, on this 25th day of June, 1999, personally appeared

before me Douglas W. Colber who, being by me first duly sworn, declared that he/^{she} is ~~a~~ ^{the} General Partner of ~~the~~ ServiceMaster Aviation Services Limited Partnership

Assistant Secretary of ServiceMaster Aviation Management Corporation, that he/^{she} signed the foregoing document as ~~a~~ General Partner of the limited partnership, and that the statements therein contained are true.
Assistant Secretary of the



Debra J. Paskey
Notary Public

CONSENT FOR USE OF SIMILAR NAME

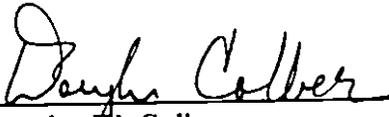
ServiceMaster Aviation Services Limited Partnership,
a Delaware limited partnership

The undersigned companies consent to ServiceMaster Aviation Services Limited Partnership, a Delaware limited partnership, use of the name of "ServiceMaster Aviation Services Limited Partnership" in any state of the United States for the purpose of qualifying to do business as a foreign limited partnership, obtaining licenses, conducting business, and the like.

Dated: June 30, 1999

ServiceMaster Management Services Limited Partnership,
a Delaware limited partnership

By: ServiceMaster Management Services, Inc.,
a Delaware corporation and the general partner

By: 
Douglas W. Colber
Vice President and Assistant Secretary

ServiceMaster Management Services, Inc.,
a Delaware corporation

By: 
Douglas W. Colber
Vice President and Assistant Secretary