

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

68995

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

ServiceMaster Management Services, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is ServiceMaster Management Services, Inc.

SECOND: The name which it elects to use in Rhode Island is ServiceMaster Management Services, Inc. LLC

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 13, 1990 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Trust Center  
1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are To engage in any lawful act or activity for which corporations may be organized, including, but not limited to serve as a general partner of ServiceMaster Management Services Limited Partnership.

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached	Director	
	Director	
	Director	
See Attached	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	--	\$0.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	--	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 100.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 29, 19 92

ServiceMaster Management Services, Inc.

[Exact Corporate Name of Corporation Making Application]

By E. L. Olsen, E.L. Olsen  
~~Vernon T. Squires~~ Its Vice ~~President~~  
and J.S. Talley, J.S. Talley  
~~Susan D. Krause~~ Its Asst. Secretary

STATE OF Illinois

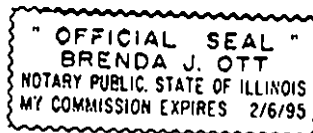
COUNTY OF DuPage

} Sc.

At Downers Grove, IL in said County on the 29 day  
of June 19 92, before me personally appeared  
~~Vernon T. Squires~~ E.L. Olsen, who being by me first duly sworn, declared that  
he is the Vice President of ServiceMaster Management Services, Inc.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

Brenda J. Ott  
Notary Public

(NOTARIAL SEAL)



RECEIVED  
RECORDS SECTION  
JUL 14 3 25 PM '92

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Rec'd & Filed JUL 14 1992  
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# ATTACHMENT

## ServiceMaster Management Services, Inc. (A Delaware Corporation)

NAME	SS#	TITLE	ADDRESS	TERM EXPIRES
=====				
Pollard, C.W.	329-32-8839	Chief Executive Officer & Director	1116 N. Stoddard Ave. Wheaton, IL 60187	5/7/93
Krause, S.D.	318-48-2017	Secretary	1533 Pine Tree Lisle, IL 60532	5/7/93
Keith, R.F.	350-50-6942	Treasurer	904 Gamon Wheaton, IL 60187	5/7/93
Berezny, Jr., P.W.	334-28-2942	Director	624 Circle Lake Forest, IL 60045	5/7/93
Cantu, C.H.	460-38-8848	Director	2255 Johnson Road Germantown, TN 38138	5/7/93
Erickson, R.F.	337-34-7481	Director	526 N. Washington St. Hinsdale, IL 60521	5/7/93
Hess, H.P.	215-34-2027	Director	597 Main Street Hingham, MA 02043	5/7/93
Hunt, M.M.	262-06-1022	Director	1730 North Clark St., #2708 Chicago, IL 60614	5/7/93
Knoedler, G.H.	367-26-6269	Director	1471 Belleau Woods Ct. Wheaton, IL 60187	5/7/93
Stair, C.W.	399-38-7863	Director	25W487 Plamondon Rd. Wheaton, IL 60187	5/7/93
Wessner, D.K.	361-40-8402	Director	25 Overlook Drive Danville, PA 17821	5/7/93

State of Delaware

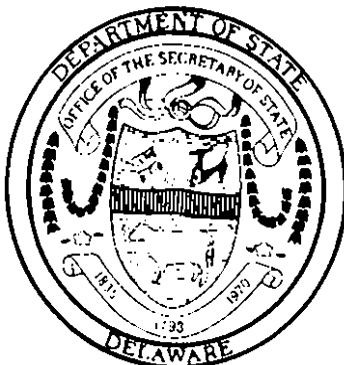
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## Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF SERVICEMASTER MANAGEMENT SERVICES GOVERNANCE CORPORATION FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

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142180002

*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION: 10001006

DATE: 01/06/1992