

State of Idaho

Department of State

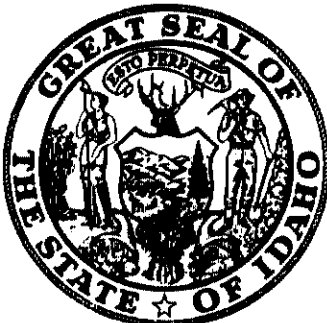
CERTIFICATE OF AUTHORITY OF

COLLEGE PRO PAINTERS (U.S.) LTD.
File number C 106065

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COLLEGE PRO PAINTERS (U.S.) LTD. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to COLLEGE PRO PAINTERS (U.S.) LTD. to transact business in this State under the name COLLEGE PRO PAINTERS (U.S.) LTD. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SEC. OF STATE

(Profit Corporation)

RECEIVED
SEC. OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is College Pro Painters (U.S.) Ltd.
2. The name which it shall use in Idaho is College Pro Painters (U.S.) Ltd.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Maryland
4. The date of its incorporation is 8/29/78 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is College Pro Painters (U.S.), Ltd., 8911 60th Ave., Ste. 4B, Collge Park, MD 20740
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Painting franchises and services.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940404 0900 69089 2
CK #: 19705 CUST# 34329
CORP 1# 120.00= 120.00

: C

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence
(IDAHO - 2542 - 7/13/93)

Fee: \$100 if typed with no attachments
\$120 if not typed or if attachments are included

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Sheet.		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3/29/94

College Pro Painters (U.S.), Ltd.
(Corporation Name)
By President [Signature]
as President/Vice President (please specify)
and Secretary [Signature]
its Secretary/Assistant Secretary (please specify)

STATE OF Massachusetts)
COUNTY OF Middlesex) ss:

I, Santino Ferrante, a notary public, do hereby certify that on
this 29th day of March, 19 94, personally appeared before
me Kenneth J. Cleary, who being by me first duly sworn, declared that (s)he
is the President of College Pro Painters (U.S.), Ltd.

that (s)he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.

[Signature]
Notary Public

**COLLEGE PRO PAINTERS (U.S.) LTD.
DIRECTORS AND OFFICERS**

March 11, 1994

<u>Name & Business Address</u>	<u>Home Address</u>	<u>Director</u>
Jay S. Hennick Chairman FirstService Corporation c/o Suite 4400, Box 95 Royal Trust Tower Toronto-Dominion Centre Toronto, Ontario M5K 1G8 Canada	172 Old Forest Hill Road, Toronto Ontario, M6C 2G8 Canada	Y
Steven S. Rogers Chief Executive Officer College Pro Painters Limited 1635 Lawrence Avenue West Suite 204 North York, Ontario M6L 3C9 Canada	793 Whitney Drive Mississauga Ontario L4Y 1E2 Canada	Y
Robert Fisher Head Office, Parkers Cleaners 3530 Pharmacy Avenue Scarborough, Ontario M1W 2S7 Canada	45 Mason Boulevard Toronto, Ontario M5M 3C6 Canada	Y
Nicholas Paine Phoneworks 181 Carlaw Avenue Suite 203 Toronto, Ontario, M4M 2S1 Canada	508A Ontario Street Toronto, Ontario M4X 1M7 Canada	Y
William Black Greenspace Services Ltd. 1889 Gage Court Mississauga, Ontario L5S 1T8 Canada	17 Wadsworth Circle Brampton, Ontario L6Z 1W6 Canada	Y
Kenneth J. Cleary President College Pro Painters (U.S.) Ltd. 341 Broadway Cambridge, MA 02139	16 Gerry Street Cambridge, MA 02138	N
Paul W. Clements Secretary and Treasurer College Pro Painters Limited 1635 Lawrence Avenue West Suite 204 North York, Ontario M6L 3C9 Canada	R.R. No.3 Stouffville, Ontario L4A 7X4 Canada	N

STATE OF MARYLAND

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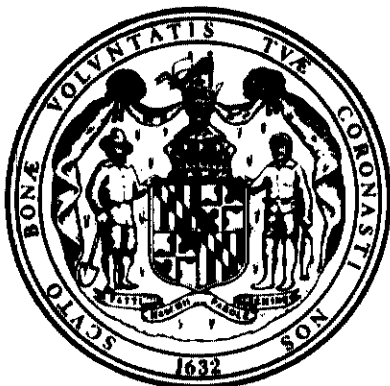
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DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT COLLEGE PRO PAINTERS (U.S.) LTD. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 22ND DAY OF MARCH, 1994.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER