



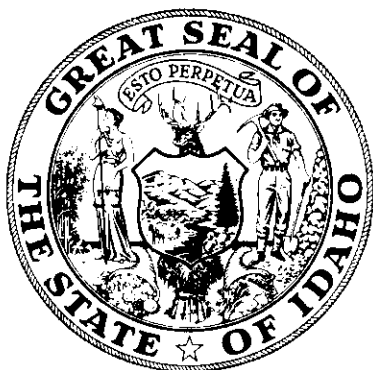
CERTIFICATE OF AUTHORITY  
OF

SERVICEMASTER MANAGEMENT SERVICES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SERVICEMASTER MANAGEMENT SERVICES CORPORATION 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 SERVICEMASTER MANAGEMENT SERVICES CORPORATION to transact business in this State under the name SERVICEMASTER MANAGEMENT SERVICES CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated April 19, 1982



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

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 ServiceMaster Management Services Corporation
2. \*The name which it shall use in Idaho is Same as above
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 21, 1981 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 W. Tenth St., Wilmington, Del
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
The purpose or purposes which the corporation intends to transact are: to provide all lawful services including the management thereof including but not limited to housekeeping services, laundry services, plant operations and maintenance, equipment repair, food services and administrative services in all types of facilities.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>K. T. Wessner</u>	<u>Chairman</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>
<u>C. W. Pollard</u>	<u>President</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>
<u>R. S. Estabrooks</u>	<u>Vice President &amp; Chief Accounting Officer</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>
<u>R. D. Claud</u>	<u>Vice President &amp; Treasurer</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>
<u>C. D. Gustafson</u>	<u>Secretary</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>
<u>E. L. Olsen</u>	<u>Assistant Secretary</u>	<u>2300 Warrenville Rd, Downers Grove, IL 60515</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000</u>	<u>Class A Common</u>	<u>\$1.00</u>
<u>5,000</u>	<u>Class B Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500</u>	<u>Class A Common</u>	<u>\$1.00</u>
<u>500</u>	<u>Class B Common</u>	<u>\$1.00</u>

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

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

Dated January 1, 19 82

**SERVICEMASTER MANAGEMENT SERVICES CORPORATION**

By [Signature]

Its Vice President

and [Signature]

Its Assistant Secretary

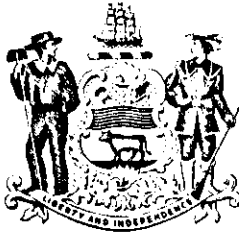
STATE OF Illinois )  
 ) ss:  
COUNTY OF DuPage )

I, Mary S. McDonald, a notary public, do hereby certify that on this 6th day of April, 1982, personally appeared before me Robert S. Estabrooks, who being by me first duly sworn, declared that he is the Vice President of **SERVICEMASTER MANAGEMENT SERVICES CORPORATION**

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Mary S. McDonald  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on December 21, 1981.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *M. T. [unclear]*

DATE: December 21, 1981.

CERTIFICATE OF INCORPORATION  
OF  
**SERVICEMASTER MANAGEMENT SERVICES CORPORATION**

\* \* \* \* \*

1. The name of the corporation is

**SERVICEMASTER MANAGEMENT SERVICES CORPORATION**

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) of which stock Five Thousand (5,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Five Thousand Dollars (\$5,000.00) shall be Class A Common stock and of which Five Thousand (5,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Five Thousand Dollars (\$5,000.00) shall be Class B Common stock.

The holders of the Class A Common stock shall have no voting power, all rights to vote and all voting power being vested exclusively in the holders of the Class B Common stock.

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
M. A. Ferrucci	100 W. Tenth St. Wilmington, Delaware 19801
J. L. Austin	100 W. Tenth St. Wilmington, Delaware 19801
V. A. Kasowski	100 W. Tenth St. Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kenneth T. Wessner	2300 Warrenville Rd. Downers Grove, IL 60515
C. William Pollard	2300 Warrenville Rd. Downers Grove, IL 60515
R. Daniel Claud	2300 Warrenville Rd. Downers Grove, IL 60515

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 21st day of December , 19 81

M. A. Ferrucci

M. A. Ferrucci

J. L. Austin

J. L. Austin

V. A. Kasowski

V. A. Kasowski