



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

SERVICEMASTER INDUSTRIES INC.

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

Dated **April 25**, 19 **80**



Pete T. Cenarrusa

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 Industries Inc.
2. *The name which it shall use in Idaho is ServiceMaster Industries Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 18, 1969 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 The Prentiss-Hall Corp. System, Inc., 299 S. State Street, Dover, DE 19901
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The selling of services and products for the cleaning and maintenance of structures and furnishings.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHED LISTING	

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>25,000,000</u>	<u>Common</u>	<u>\$1.00</u>
<u>100,000</u>	<u>Preferred</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>9,265,516</u>	<u>Common</u>	<u>\$1.00</u>
<u>-0-</u>	<u>Preferred</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 April 16, 1980

By

K. T. Weasner

President

and

C. D. Gustafson

Its Secretary

STATE OF Illinois)

)ss:

COUNTY OF DuPage)

I, Mary S. McDonald, a notary public, do hereby certify that on this 16 day of April, 1980, personally appeared before me C. D. Gustafson, who being by me first duly sworn, declared that he is the _____ of _____

that he signed the foregoing document as Secretary 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.

D I R E C T O R S

Alexander Balc, Jr.
26 Timber Lake Trail
Arrowhead #2
Oswego, IL 60543

Kuno Laren
320 Lexington Avenue
New York, NY 10016

Paul B. Stam, Sr.
3011 "D" Patriot Court
Greensboro, NC 27408

Thomas H. Beadles
3014 Washington Avenue
Cairo, IL 62914

Edward F. Morgan, Jr.
2 S 337 Orchard Road
Wheaton, IL 60187

Carl S. Stanley
507 Kenilworth Avenue
Kenilworth, IL 60043

Allan C. Emery, Jr.
790 Commercial Street
East Weymouth, MA 02189

Vincent C. Nelson
389 Camino Sobrante
Orinda, CA 94563

Robert L. Wenger, Sr.
2353 Central Street
Apt. 508-Central Terrace
Evanston, IL 60201

Kenneth N. Hansen
2072 China Flat Road
Birnam Wood
Santa Barbara, CA 93108

C. William Pollard
716 North Wheaton
Wheaton, IL 60187

Kenneth T. Wessner
102 East Farnham Lane
Wheaton, IL 60187

Gunther H. Knoedler
1209 South Main Street
Wheaton, IL 60187

Wesley I. Schmidt
One Pheasant Run
DeKalb, IL 60115

Perry D. Woodward
605 Hill Avenue
Glen Ellyn, IL 60137

Charles W. Stair
25 W 487 Plamondon Road
Wheaton, IL 60187

O F F I C E R S

Chairman of the Board:

K. N. Hansen
2072 China Flat Road
Birnam Wood
Santa Barbara, CA 93108

Senior Vice President:

R. A. Armstrong
25 W 613 Red Maple Lane
Wheaton, IL 60187

President and Chief Executive Officer:

K. T. Wessner
102 East Farnham Lane
Wheaton, IL 60187

Vice President and Treasurer:

R. D. Claud
1155 Shady Lane
Wheaton, IL 60187

Executive Vice President; Health Care Services:

C. W. Pollard
716 North Wheaton
Wheaton, IL 60187

Secretary and General Counsel:

C. D. Gustafson
1123 Birch Lane
Western Springs, IL 60558

Vice President, Chief Accounting Officer and Controller:

R. D. Erickson
526 N. Washington
Hinsdale, IL 60521

Assistant Secretary and Associate Counsel:

E. L. Olson
199 Arapahoe Trail
Carol Stream, IL 60187

Assistant Secretary and Labor Relations Counsel:

L. H. Oury
O N 371 Herrick Road
Wheaton, IL 60187

Revised 1/29/80

RESTATED
CERTIFICATE OF INCORPORATION
OF
SERVICEMASTER INDUSTRIES INC.

SERVICEMASTER INDUSTRIES INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is **SERVICEMASTER INDUSTRIES INC.** The name under which the corporation was originally incorporated is **DELAWARE SERVICEMASTER INDUSTRIES INC.** The date of filing the corporation's original Certificate of Incorporation with the Secretary of State of Delaware was April 18, 1969.
2. This Restated Certificate of Incorporation was duly adopted by the stockholders of the corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
3. The text of the Certificate of Incorporation of the corporation as amended or supplemented heretofore is hereby amended and restated to read as herein set forth in full:

ARTICLE ONE. Name. The name of the corporation is **SERVICEMASTER INDUSTRIES INC.**

ARTICLE TWO. Registered Office and Agent. 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. The corporation's books, records, documents and other papers may be maintained outside the State of Delaware.

ARTICLE THREE. Corporate Purpose. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR. Capital Stock. The total number of shares of all classes of stock which the corporation shall have authority to issue is 10,100,000 shares, all of which shall be a par value of \$1 per share, of which 10,000,000 shares shall be Common Stock and of which 100,000 shares shall be Preferred Stock.

Each share of the Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the corporation upon all propositions before such meetings, including the election of directors of the corporation.

The Preferred Stock may be issued from time to time in one or more series, each series consisting of as many shares as the Board of Directors shall determine, and with such designation for each such series as shall be stated and expressed in the resolution or resolutions providing for the issue of each such series adopted by the Board of Directors. The Board of Directors in any such resolution or resolutions is expressly authorized to fix and express for each series:

- (i) the voting powers, if any, of the holders of stock of such series;
- (ii) the rate per annum and the times and conditions upon which the holders of stock of such series shall be entitled to receive dividends, whether such dividends shall be cumulative or non-cumulative and, if cumulative, the terms upon which such dividends shall be cumulative;
- (iii) the price or prices and the time or times and the manner in which the stock of such series shall be redeemable, if such stock is made redeemable;
- (iv) the rights to which the holders of the shares of stock of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution, or winding up of the corporation;

(v) the terms, if any, upon which shares of stock of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or of any other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(vi) any other designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, so far as they are not inconsistent with the propositions of the Certificate of Incorporation, as from time to time amended, and to the full extent now or hereafter permitted by the laws of Delaware.

All shares of the Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class and without obtaining the approval of the holders of any class of securities other than approvals which shall be expressly required by terms authorized by the Board of Directors.

ARTICLE FIVE. *Provisions Concerning Stockholders.*

Section 1. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide.

Section 2. Meetings of the holders of the Common Stock or any other class or series of stock may be called by the persons and in the manner provided from time to time in the corporation's by-laws, and may not be called by the holders of the corporation's outstanding Common Stock or any other class or series of stock except to the extent (if any) expressly permitted by the corporation's by-laws.

Section 3. Any action required or permitted to be taken at any annual or special meeting of stockholders of the corporation may only be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the holders of all of the stock of the corporation entitled to vote with respect to the subject matter thereof.

ARTICLE SIX. *Election of Directors.*

The number of directors of the corporation shall be fixed only by or in the manner provided in the by-laws of the corporation except that such number shall not be less than three.

Commencing with the annual election of directors by the stockholders of the corporation in 1976, the directors of the corporation shall be divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be as specified in the corporation's by-laws, provided that the number in each class shall be as nearly equal in number as possible, given the total number of authorized directors. The term of office of the initial Class I directors shall expire at the annual election of directors by the stockholders of the corporation in 1977, the term of office of the initial Class II directors shall expire at the annual election of directors by the stockholders of the corporation in 1978, and the term of office of the initial Class III directors shall expire at the annual election of directors by the stockholders of the corporation in 1979, or thereafter when their respective successors in each case

are elected by the stockholders and qualified. At each annual election of directors by the stockholders of the corporation held after 1976, the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed and shall be elected for a term expiring at the third succeeding annual election of directors by the stockholders of the corporation, or thereafter when their respective successors in each case are elected by the stockholders and qualified.

Newly created directorships resulting from any increase in the authorized number of directors and vacancies in the board of directors from death, resignation, retirement, disqualification, removal from office or other cause, shall be filled by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the annual meeting at which the term of the class to which they shall have been elected expires. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director.

A director may not be removed by the stockholders of the corporation except for cause and then only if such removal shall be approved by the affirmative vote of the holders of 68% of the Common Stock of the corporation outstanding on the record date for such vote.

Any officer elected by the board of directors may be removed at any time with or without cause but only if such removal is authorized by not less than 68% of the whole Board of Directors.

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

ARTICLE SEVEN. *Certain Powers Delegated to Directors.*

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: (i) to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation and (ii) to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve.

By resolution of not less than 68% of the whole Board, the Board of Directors may designate one or more committees, each committee to consist of two or more of the directors of the corporation. Any such committee, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. The Board may (by resolution adopted by not less than 68% of the whole Board) designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member, provided that if the Board of Directors shall have designated alternative members of such committee, positions on the committee for such meeting shall be filled to the extent possible by the appointment of alternate members who shall be ready and willing to attend such meeting and who shall not be disqualified.

ARTICLE EIGHT. *Indemnification.* Directors and officers of the corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings or any settlements thereof) arising out of or in connection with their service to the corporation or to another organization at the corporation's request. Without limiting the generality of the foregoing, the corporation shall indemnify any person within the scope of the foregoing sentence to the same extent as it is expressly given the power to do so by subsections 145(a), (b), (c), and (d) of the General Corporation Law of the State of Delaware.

In addition, any person who is not a director or officer of the corporation may be similarly indemnified in respect of services rendered to or at the request of the corporation.

Expenses incurred with respect to any pending or threatened proceeding to which this ARTICLE EIGHT may apply may be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking by the person to repay such amount or amounts if and when it shall be ultimately determined, in accordance with Delaware law, that he is not entitled to indemnification.

The provisions of this ARTICLE EIGHT shall be applicable to actions or proceedings commenced or settled after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof and to persons who have ceased to be directors, officers, employees or agents of the corporation and shall inure to the benefit of their heirs, executors and administrators.

The indemnification provided by this ARTICLE EIGHT shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of stockholders or disinterested directors, statute, by-law of the corporation or otherwise.

It shall be conclusively presumed that every person entitled to mandatory indemnification under this ARTICLE EIGHT served the corporation in reliance thereon. The revocation or modification of this ARTICLE EIGHT (including modifications arising by reason of changes in applicable law) shall have absolutely no adverse effect upon the rights of any such person which, aside from said revocation or modification, may arise or shall have then arisen out of or in connection with his service to or at the request of the corporation prior to said revocation or modification, notwithstanding any provision of ARTICLE TWELVE to the contrary.

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors, officers or stockholders of the corporation is or are interested in or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director, officer or stockholder, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of the corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association, or corporation, and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE NINE. Vote Required for Certain Transactions with a Major Stockholder.

Section 1. Vote Required. Except as set forth in Section 3 or this ARTICLE NINE, the affirmative vote of the holders of 68% of the Common Stock of this corporation outstanding at the Record Date shall be required as a precondition to:

(i) any merger or consolidation of this corporation or any subsidiary with or into any Major Stockholder, or

(ii) any sale or lease of all or any Substantial Part of the Aggregate Assets to any Major Stockholder, or

(iii) any sale or other transfer or issuance of voting securities issued or issuable by this corporation or any subsidiary to members of any Major Stockholder Group for any reason in any period of 360 consecutive days in a quantity such that such Major Stockholder Group shall during such period have acquired from this corporation and/or any of its subsidiaries securities repre-

senting more than 2% of the votes which may be cast for the election or removal of directors of this corporation or any subsidiary, the amendment of the certificate of incorporation or by-laws of this corporation or any subsidiary or any merger or sale of assets involving this corporation or any subsidiary.

Section 2. Meaning of Certain Terms.

(a) Any person shall be deemed to be a "Major Stockholder" under this ARTICLE NINE for the purposes of any transaction if as of the record date for determination of stockholders entitled to vote thereon or the date of any proposed sale or other transfer or issuance under clause (iii) of Section 1, more than 5% in number of shares of the outstanding shares of any class or series of stock issued by this corporation entitled to vote in election of directors or with respect to the transaction in question is owned beneficially directly or indirectly by such person. The term "Major Stockholder Group" means the group consisting of any Major Stockholder, every affiliate of such Major Stockholder and every person acting in concert with such Major Stockholder or any affiliate with respect to any transaction of the kind specified in Section 1.

(b) For the purposes of paragraph (a) of this Section 2, a person shall be deemed to be the beneficial owner of any shares of stock of this corporation

(i) which such person owns directly, whether or not of record, or

(ii) which are beneficially owned by any affiliate of such person or by any person acting in concert with such person or any such affiliate with respect to any transaction of the kind specified in Section 1, or

(iii) which such person, any affiliate of such person or any person acting in concert with such person or any such affiliate in connection with any transaction of the kind specified in Section 1 has the right or power to vote or cause to be voted.

(c) For the purposes of this ARTICLE NINE, a given person shall be deemed to be an "affiliate" of any other person if the given person directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such other person. The term "control" (including the terms "controlling", "controlled by", and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a corporation, person or other entity, whether through the ownership of voting securities, by contract, or otherwise.

(d) The term "Aggregate Assets" as used in this ARTICLE NINE means the assets of this corporation and all its subsidiaries. A portion of the Aggregate Assets shall be deemed to be a "Substantial Part" if: (i) it includes the right to use the name "ServiceMaster"; (ii) it consists of assets having a book value or fair market value equal to at least 10% of the book value of this corporation's consolidated assets as of the end of its then most recently ended fiscal year (regardless of whether any of such consolidated assets shall be involved in such transaction); or (iii) it consists of assets which shall have generated revenues equal to 10% or more of this corporation's consolidated revenues in either of the two fiscal years most recently ended prior to such determination or net income equal to 10% or more of this corporation's consolidated net income for either of such fiscal years.

(e) For the purposes of this ARTICLE NINE, the term "this corporation" refers to the corporation existing pursuant to this Restated Certificate of Incorporation.

(f) For the purposes of this ARTICLE NINE, a corporation shall be deemed to be a subsidiary if stock in such corporation having the power to elect more than 50% of the directors of such corporation shall be owned by: (i) this corporation; (ii) one or more subsidiaries; or (iii) this corporation and one or more subsidiaries.

(g) Any of the following shall be deemed to be a "voting security" of any given corporation: (i) any security having any absolute or contingent right to vote for the election of directors of the given

corporation, any amendment of the charter or by-laws of the given corporation, or any merger or consolidation or sale of assets to which the given corporation shall be a party and (ii) any security convertible (either immediately or at a future time) into a voting security or which entitles its holder to acquire (either immediately or at a future time) a voting security.

(h) For the purpose of applying the provisions of clause (iii) of Section 1, all securities having the power to vote which are obtainable at any time in the future through the exercise of conversion or purchase rights represented by or obtainable through securities acquired by the Major Stockholder Group during the 360 day period in question shall be deemed to have been acquired by such Stockholder Group during such period and shall be deemed to be outstanding.

(i) The term "person" is used in this ARTICLE NINE in its broadest possible sense, and without limiting by implication the meaning of such term, each of the following shall be deemed a "person": any corporation, partnership, association, trust, natural person, governmental entity, cooperative or other entity of any kind.

(j) The "Record Date" with respect to any transaction specified in Section 1 of this ARTICLE NINE shall be the record date established to determine the stockholders entitled to vote upon such transaction.

Section 3. Excepted Transactions. The provisions of this ARTICLE NINE shall not be applicable to any transaction if either (i) such transaction is approved by the Board of Directors of the corporation in a resolution adopted by directors who were duly elected and acting members of the Board of Directors prior to the date that the person with whom such transaction is proposed became a Major Stockholder and who hold at least a majority of the positions on the Board as then constituted or (ii) such transaction is approved by at least 85% of all members of the Board of Directors.

Section 4. Additional Requirements. Each vote requirement specified in Section 1 of this ARTICLE NINE or in ARTICLE TEN or TWELVE of this Restated Certificate of Incorporation shall be deemed to be in addition to and not in lieu of any other vote or procedure required by applicable law, by the terms under which any class or series of the corporation's stock may at any time be issued, or by other applicable requirements. The Board of Directors shall have the right to issue shares of Preferred Stock authorized in ARTICLE FOUR in one or more series under terms providing that the shares in any such series shall have the right to vote as a class on any transactions specified in such terms (including any transaction specified in this ARTICLE NINE, the amendment of the corporation's by-laws or the amendment of this Certificate of Incorporation) and specifying the percentage of the outstanding shares in such series which are required to be affirmatively voted to satisfy such class vote requirement.

ARTICLE TEN. *By-Laws.*

The by-laws of the corporation may be adopted, amended or repealed (i) by the affirmative vote of at least 68% of the total number of directors (fixed by, or in the manner provided in, such by-laws as in effect immediately prior to such vote) or (ii) by the affirmative vote of the holders of at least 68% of the corporation's Common Stock outstanding at the record date for such vote. Such by-laws may contain any provision for the regulation and management of the affairs of the corporation and the rights or powers of its stockholders, directors, officers or employees not inconsistent with statute or this Restated Certificate of Incorporation.

ARTICLE ELEVEN. *Arrangement with Creditors.*

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders of any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver

or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE TWELVE. Amendment of This Certificate.

The corporation reserves the right to amend, alter, change or repeal any provision now or hereafter contained in this Restated Certificate of Incorporation, and to add new provisions, in the manner now or hereafter prescribed by statute; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors and officers pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

Notwithstanding any other provision of this Restated Certificate of Incorporation or the by-laws of this corporation (and in addition to any other vote that may be required by law, this Restated Certificate of Incorporation, the by-laws of this corporation or any other applicable requirement), the affirmative vote of the holders of not less than 68% of the corporation's Common Stock outstanding at the record date for such vote shall be required to amend, alter, change or repeal any provision in ARTICLE FIVE, SIX, EIGHT, NINE, TEN or TWELVE of this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said SERVICEMASTER INDUSTRIES INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Kenneth T. Wessner, its President, and attested by Edward L. Olsen, its Assistant Secretary, this 7th day of May, 1976,

SERVICEMASTER INDUSTRIES INC.

By _____

President

(CORPORATE SEAL)

ATTEST:

By _____

Assistant Secretary

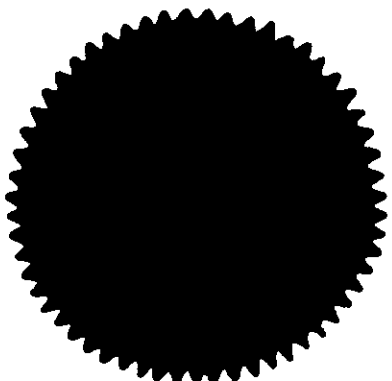


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Restated Certificate of Incorporation of the "SERVICEMASTER INDUSTRIES INC.", as
 received and filed in this office the seventh day of May, A.D. 1976, at 3:10 o'clock
 P.M.

In Testimony Whereof, I have hereunto set my hand
 and official seal at Dover this eighth day
 of April in the year of our Lord
 one thousand nine hundred and eighty



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Certificate of Amendment of Certificate of Incorporation
of
SERVICEMASTER INDUSTRIES INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is SERVICEMASTER INDUSTRIES INC.

2. The certificate of incorporation of the corporation is hereby amended by striking out the first paragraph of Article Four thereof and by substituting in lieu of said paragraph the following:

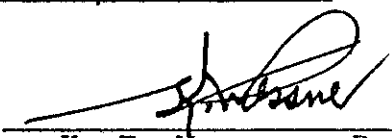
ARTICLE FOUR. Capital Stock. The total number of shares of all classes of stock which the corporation shall have authority to issue is 25,100,000 shares, all of which shall be a par value of \$1 per share, of which 25,000,000 shall be common stock, and of which 100,000 shares shall be preferred stock.

The remaining four paragraphs of Article Four shall remain unchanged.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with provisions of Section 242 of the General Corporation Law of the State of Delaware. The amendment was recommended to the stockholders for approval by directors' resolution at the Annual Meeting of Stockholders on May 11, 1979 and was approved by a vote of 5,283,836 for, 30,415 against and 18,940 withheld.

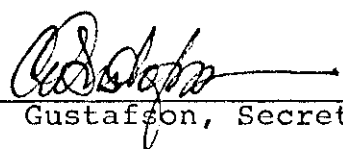
4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

Signed and attested to on June 5, 1979.

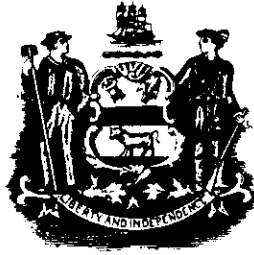


K. T. Wessner, President

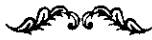
Attest:



C. D. Gustafson, Secretary



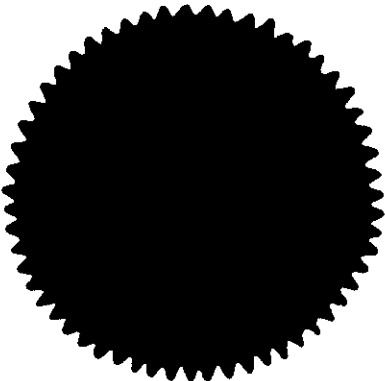
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "SERVICEMASTER INDUSTRIES INC.", as received and filed
in this office the eleventh day of June, A.D. 1979, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighth *day*
of April *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is SERVICEMASTER INDUSTRIES INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 229 South State Street, City of Dover 19901, County of Kent.

3. The registered agent of the corporation within the State of Delaware is hereby changed to The Prentice-Hall Corporation System, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on *Sept 16*, 1976.

Attest:



C. D. Gustafson

Secretary

C. D. Gustafson

George H. Ruediger

George H. Ruediger Vice-President



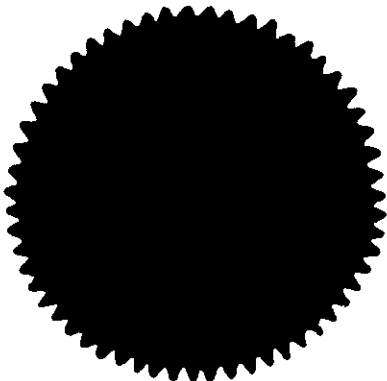
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Change of Agent and Location of Registered Office of the "SERVICEMASTER
 INDUSTRIES INC.", as received and filed in this office the twenty-seventh day of
 September, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighth *day*
of April *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State