



12-12-2000

RECC



U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

D

10-31-2000

101547407

U.S. Patent & TMO/TM Mail Rpt Dt. #34

Owner of Patents and Trademarks: Please record the attached original document(s) or cop(ies).

10-31-00

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date _____
- Change of Name
- Other Certificate of Amendment of Restated Certificate of Incorporation _____

Conveying Party

Name American Residential Services, Inc.
Formerly _____

Mark if additional names of conveying parties attached
Execution Date June 12, 2000

- Individual General Partnership Limited Partnership Corporation Association Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Name ARS Merger, Inc.
Address (line 1) 860 Ridge Lake Boulevard
Address (line 2) Memphis Tennessee 38120
City State/Country Zip Code

Mark if additional names of receiving parties attached

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____

Correspondent Name and Address

Area Code and Telephone Number 713/221-1377

Name Albert B. Kimball, Jr.
Address (line 1) Bracewell & Patterson, L.L.P.
Address (line 2) 711 Louisiana, Suite 2900, Houston, TX 77002

Pages Enter the total number of pages of the attached conveyance document including any attachments 10

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Either enter the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers)
Trademark Application Number(s) Registration Number(s)

75/261,791; 75/261,792; 75/544,236; 75/543,433 2,220,911; 2,215,318; 2,120,965; 2,139,085;
2,241,502; 2,140,947; 1,870,803; 2,309,018

Number of Properties Enter the total number of properties involved. 12

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$315.00

- Method of Payment: Enclosed Deposit Account Authorization to charge additional fees: Yes No
- Deposit Account Number-enter for payment by deposit account or if additional fees can be charged to the account 50-0259

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Albert B. Kimball Jr.
Name of Person Signing

Albert B. Kimball Jr.
Signature

10-31-00
Date Signed

KIMBAB\003677\009002
HOUSTON\1183341.2

TRADEMARK
REEL: 002192 FRAME: 0783

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICAN RESIDENTIAL SERVICES, INC.", CHANGING ITS NAME FROM "AMERICAN RESIDENTIAL SERVICES, INC." TO "ARS MERGER, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JUNE, A.D. 2000, AT 3:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF JUNE, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

2546938 8100

001410491

0618042

AUTHENTICATION:

DATE:

08-14-00

TRADEMARK
REEL: 002192 FRAME: 0784

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:32 PM 06/12/2000
001298579 - 2546938

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

American Residential Services, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of American Residential Services, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of corporation is ARS Merger, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on June 30, 2000.

JUN-12-2000

IN WITNESS WHEREOF, said American Residential Services, Inc. has caused this certificate to be signed by Robert F. Beckmann, its Secretary, this 12th day of June, 2000.

American Residential Services, Inc.

By [Signature]
Robert F. Beckmann, Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICAN RESIDENTIAL SERVICES OF COLORADO, INC.", A COLORADO CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF GEORGIA, INC.", A GEORGIA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF ILLINOIS, INC.", A ILLINOIS CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF INDIANA, INC.", A INDIANA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF MARYLAND, INC.", A MARYLAND CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF MICHIGAN, INC.", A MICHIGAN CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF NEBRASKA, INC.", A NEBRASKA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF NEVADA, INC.", A NEVADA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF NORTH CAROLINA, INC.", A



Edward J. Freel

Edward J. Freel, Secretary of State

2546938 8100M

001410491

AUTHENTICATION: 0618045

DATE: 08-14-00

TRADEMARK
REEL: 002192 FRAME: 0787

Office of the Secretary of State

NORTH CAROLINA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF PENNSYLVANIA, INC.", A PENNSYLVANIA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF SOUTH CAROLINA, INC.", A SOUTH CAROLINA CORPORATION,

"AMERICAN RESIDENTIAL SERVICES OF VIRGINIA, INC.", A VIRGINIA CORPORATION,

"ARS AMERICAN RESIDENTIAL SERVICES OF TEXAS, INC.", A DELAWARE CORPORATION,

"ARS AMERICAN RESIDENTIAL SERVICES OF ARIZONA, INC.", A ARIZONA CORPORATION,

"ARS AMERICAN RESIDENTIAL SERVICES OF CALIFORNIA, INC.", A CALIFORNIA CORPORATION,

"ARS AMERICAN RESIDENTIAL SERVICES OF OKLAHOMA, INC.", A OKLAHOMA CORPORATION,

"ARS SPECIAL EVENTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ARS MERGER, INC." UNDER THE NAME OF "ARS MERGER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JUNE, A.D. 2000, AT 3:33 O'CLOCK P.M.



Edward F. Freel

Edward F. Freel, Secretary of State

2546938 8100M

001410491

AUTHENTICATION: 0618045

DATE: 08-14-00

TRADEMARK
REEL: 002192 FRAME: 0788

Office of the Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2546938 8100M

001410491

AUTHENTICATION: 0618045

DATE: 08-14-00

TRADEMARK
REEL: 002192 FRAME: 0789

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:39 PM 06/12/2000
001298652 - 2546938

Certificate of Merger

Merging

Subsidiaries Listed In Exhibit A

With and Into

ARS Merger, Inc.
(a Delaware corporation)

In accordance with Section 252 of
the General Corporation Law of
the State of Delaware

ARS Merger, Inc., a Delaware corporation (referred to as "ARS or Surviving Corporation"),
certifies as follows:

First: The name and state of incorporation of each of the constituent corporations
in the merger is listed in Exhibit A.

Second: An Agreement of Merger and Plan of Reorganization, dated June 12, 2000
("Merger Agreement"), among ARS, on the one hand, and the other constituent corporations in the
merger ("Subsidiaries"), on the other hand, has been approved, adopted, certified, executed, and
acknowledged by each of the constituent corporations in accordance with Section 252 of the
General Corporation Law of the State of Delaware.

Third: ARS will be the surviving corporation ("Surviving Corporation") and will be
referred to as "ARS Merger, Inc."

Fourth: The Certificate of Incorporation of ARS will be the Certificate of
Incorporation for the Surviving Corporation.

Fifth: The executed Merger Agreement is on file at the principal place of business
of the Surviving Corporation at the following address:

American Residential Services
c/o ServiceMaster Consumer Services Limited Partnership
Attn: Elaine Green
860 Ridge Lake Boulevard
Memphis, TN 38120

Sixth: A copy of the Merger Agreement will be furnished by the Surviving
Corporation, on request and without cost, to any stockholder of any constituent corporation of the
merger.

Seventh: The effective date and time of this merger shall be as of 11:55 P.M. on June 30, 2000.

IN WITNESS WHEREOF, ARS has caused this Certificate of Merger to be executed by its Vice President, and attested by its Secretary, on June 12, 2000.

ARS Merger, Inc

By: Stanley J. Jalk
Stanley J. Jalk
Vice President

Attest:

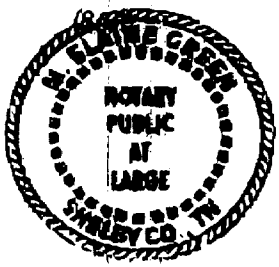
By: Robert F. Beckmann
Robert F. Beckmann
Secretary

State of Tennessee)
County of Shelby) SS

This is to certify that on June 12, 2000, before me, a notary public, personally appeared Stanley J. Zalik and Robert F. Backmann, each of whom being by me first duly sworn, declared that he signed the foregoing Certificate of Merger as Vice President and Secretary, respectively, of ARS Merger, Inc., that he was authorized so to sign, and that the statements therein are true.

Witness my hand and official seal on June 12, 2000.

My commission expires: MY COMMISSION EXPIRES FEB. 26, 2004



Elaine Green
Notary Public

EXHIBIT A

Name

State of Incorporation

Subsidiaries:

- | | | |
|-----|---|----------------|
| 1. | ARS American Residential Services of Arizona, Inc. | Arizona |
| 2. | ARS American Residential Services of California, Inc. | California |
| 3. | American Residential Services of Colorado, Inc. | Colorado |
| 4. | American Residential Services of Georgia, Inc. | Georgia |
| 5. | American Residential Services of Illinois, Inc. | Illinois |
| 6. | American Residential Services of Indiana, Inc. | Indiana |
| 7. | American Residential Services of Maryland, Inc. | Maryland |
| 8. | American Residential Services of Michigan, Inc. | Michigan |
| 9. | American Residential Services of Nebraska, Inc. | Nebraska |
| 10. | American Residential Services of Nevada, Inc. | Nevada |
| 11. | American Residential Services of North Carolina, Inc. | North Carolina |
| 12. | ARS American Residential Services of Oklahoma, Inc. | Oklahoma |
| 13. | American Residential Services of Pennsylvania, Inc. | Pennsylvania |
| 14. | American Residential Services of South Carolina, Inc. | South Carolina |
| 15. | ARS American Residential Services of Texas, Inc. | Delaware |
| 16. | American Residential Services of Virginia, Inc. | Virginia |
| 17. | ARS Special Events, Inc. | Delaware |

ARS:

- | | | |
|-----|------------------|----------|
| 18. | ARS Merger, Inc. | Delaware |
|-----|------------------|----------|