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U.S. DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

10-31-2000

U.S. Patent & TMOfc/TM Mail Ropt Dt. #34

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Submission Type New New Assignment December (Non-Recordation) December (Properties) December (Non-Recordation) December (Non-Recordation) December (Properties) December (Non-Recordation) December (Properties) December (Non-Recordation) December (Properties) December (Non-Recordation) December (Properties) December (Properties) December (Non-Recordation) December (Properties) December (Propert	oner of Patents and Traderna	rks: Please record the attache	ed original document(s) or cop(ies).
Resubmission (Non-Recordation) Document ID # Security Agreement Name Pro Tunc Assignment Document ID # Effective Date Merger	Submission Type	Conveyence Type	
□ Resubmission. (Non-Recordation) □ Correction of PTO Error Red # Frame # □ Other Certificate of Amendment of Restated Certificate of Incorporation □ Corrective Document □ Corrective Date □ Corporation □ Association □ Other □ Corrective Date □ Corporation □ Association □ Other □ Corrective Document □ Corporation □ Corrective Date □ Corporation □ Corrective Date □ Corporation □ Corrective Date □ Corporation □ Corporation □ Corrective Date □ Corporation □ Corporation □ Corporation □ Corporation □ Corporation □ Corporation □ Association □ Corporation □ Corporation			("I License
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□ Correction of PTO Error Rec! # Frame # □ Coher Certificate of Amendment of Restated Certificate of Incorporation □ Corrective Document Rec! # Prame # □ Coher Certificate of Amendment of Restated Certificate of Incorporation □ Conveying Party Name American Residential Services, Inc. □ Individual □ General Partnership □ Limited Partnership □ Corporation □ Association □ Other □ Citizenship:State of Incorporation/Organization □ Delaware Receiving Party □ Mark if additional names of receiving parties attached Receiving Party □ Mark if additional names of receiving parties attached Name ARS Merger, Inc. Address (line 1) 860 Ridge Lake Boulevard Address (line 2) Memphis □ Tennessee 38120 □ Individual □ General Partnership Limited Partnership □ If document to be recorded is an assignment and the Corporation □ Association □ Citizenship:State of Incorporation/Organization Included Partnership □ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of dorrestic representative should be attached. (Designation must be a separate document from Assignment) □ Citizenship:State of Incorporation/Organization Included Partnership Included Partners			
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Conveying Party			endment of Restated Certificate of
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Name American Residential Services. Inc. Execution Date June 12, 2000			
Individual			
□ Individual □ General Partnership □ Limited Partnership □ Corporation □ Association □ Other □ Citizenship/State of Incorporation/Organization □ Delaware Receiving Party Mark if additional names of receiving parties attached		Execution Date .	June 12, 2000
Receiving Party Name ARS Merger, Inc. Address (line 1) 860 Ridge Lake Boulevard Address (line 2) Memphis Tennessee 38120 City State/Courty Zip Code 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 dom estic representative should be attached. (Designation must be a separate document from Assignment) Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization Delawa/c Domestic Representative Name and Address Name Address (line 1) Correspondent Name and Address Area Code and Telephone Number 713/221-1377 Name Albert B. Kimball, Jr. Address (line 2) 711 Louisiana, Suite 2900, Houston, TX 7:002 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 Etther enter the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers) Trademark Application Number or the Registration Number (PO NOT ENTER BOTH numbers) Registration Number(s) Registration Number(s) Registration Number(s) Registration Number(s) Registration Number(s) Registration Number(s) Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$315,00 Method of Payment: Enclosed □ Depos t Account □ Authorization to charge additional fees: Yes ■ No □ Deposit Account Number-enter for payment by deposit account or if additional rees can be charged to the account 50-0/259 Statement and Signature To the best of my knowledge and belief, the fore going 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.			
Mark if additional names of receiving parties attached			Association
Name ARS Merger, Inc. Address (line 1) 800 Ridge Lake Boulevard Address (line 2) Memphis City State/Country Zip Code 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) Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization Delaware Domestic Representative Name and Address	■ Citizenship/State of Incorporation/Organization <u>Dela</u>	ware	
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State of Delaware

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.

2546938 8100

001410491

(Anne

Edward J. Freel, Secretary of State

0618042

AUTHENTICATION:

08-14-00

DATE:

D11

STATE OF DELAWARE

11:08

DIVISION OF CORPORATIONS FILED 03:32 PN 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 sald 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 Memer, Inc.

SECOND; That in lieu of a meeting and yote 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.

DROW - CT GYTISM ON DIS

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

American Residential Services, Inc.

Robert F. Beckmann, Secretary

DEGNY - CT Sames Colons

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

2546938 8100M

AUTHENTICATION: 0618045

001410491

DATE:

08-14-00

Office of the Secretary of State

NORTH CAROLINA CORPORATION

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

"AMERICAN RESIDEN'TIAL 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.

2546938 8100M

AUTHENTICATION: 0618045

001410491

DATE:

08-14-00

State of Delaware

PAGE 3

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.

O CANANA D

Edward J. Freel, Secretary of Stat

2546938 8100M

001410491

AUTHENTICATION:

0618045

DATE:

08-14-00

11:28

STATE OF DELAMARE SECRETARY OF STATE LIVISION OF CORPORATIONS FILED 03:39 PM 06/12/2000 001298652 - 2545938

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 admovledged 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.

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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 Cortificate of Merger to be executed by its Vice President, and attested by its Secretary, on June 12, 2000.

ARS Merger, Inc.

By: _____

Vice President

Anex:

Robert H. Beckmann

Secretary

14/00

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State of Tempessee

) SS

County of Shelby

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 Marger, 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: WY COMMISSION PLANET FOR 75, 2004



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EXHIBIT A

Name Subsidiaries: Subsidiaries:

1.	ARS American Residential Services of Arizona, Inc.
2.	ARS American Residential Services of California, Inc.
3.	American Residential Services of Colorado, Inc.
4.	American Residential Services of Georgia, Inc.
5 .	American Residential Services of Illinois, Inc.
6.	American Residential Services of Indiana, Inc.
7	American Residential Services of Mandand Inc

American Residential Services of Maryland, Inc.
 American Residential Services of Michigan, Inc.

American Residential Services of Nebraska, Inc.
 American Residential Services of Nevada, Inc.

11. American Residential Services of North Carolina, Inc.

12. ARS American Residential Services of Oklahoma, Inc.
13. American Residential Services of Pennsylvania, Inc.

14. American Residential Services of South Carolina, Inc.

15. ARS American Residential Services of Texas, Inc.

16. American Residential Services of Virginia, Inc.

17. ARS Special Events, Inc.

18. ARS Marger, Inc.

ARS:

1/00

Georgia
Illinois
Indiana
Maryland
Michigan
Nebraska
Nevada
North Carolina
Oklahoma
Pennsylvania
South Carolina
Delaware
Virginia

Arizona

California Colorado

Delaware

Delaware

Page 4 of 4

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