

02-03-2003



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

102354279

copy thereof.

1. Name of conveying party(ies):

WeServeHomes.com, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: ServiceMaster Holding Corporation

Address: 3250 Lacey Road
Suite 600
Downers Grove, Illinois 60515

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 11, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

78/099,259 - GIFT OF TIME; 78/091,004 - HOME SERVICE.
MASTERED.; 78/091,007 - WE HAVE HOME SERVICE MASTERED.

B. Trademark registration No.(s)

2,541,382 - BECAUSE NOBODY LIKES HOMEWORK (Stylized);
2,471,287 - WESERVEHOMES

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

P. Jay Hines
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
1940 Duke Street
Alexandria, Virginia 22314

OSMMN Ref:

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

P. Jay Hines
Name of Person Signing

[Signature]
Signature

January 28, 2003
Date

Total number of pages including cover sheet, attachments, and document: 9

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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Delaware

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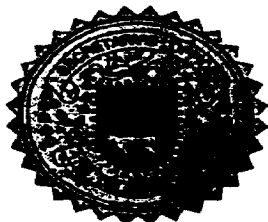
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WESERVEHOMES.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SERVICEMASTER HOLDING CORPORATION" UNDER THE NAME OF "SERVICEMASTER HOLDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1569394

DATE: 01-22-02

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STATE OF DELAWARE 02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 01/11/2002
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WESERVEHOMES.COM, INC.

INTO

SERVICEMASTER HOLDING CORPORATION

Under Section 253 of the General Corporation Law of the State of Delaware, **SERVICEMASTER HOLDING CORPORATION**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

First: The Corporation was incorporated on the 30th day of June 1998 pursuant to the General Corporation Law of the State of Delaware.

Second: The Corporation owns at least 90% of the outstanding shares of each class of the stock of WeServeHomes.com, Inc., a corporation incorporated on the 30th day of November 1999 pursuant to the General Corporation Law of the State of Delaware ("WSH").

Third: The Corporation, by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its sole shareholder dated January 8, 2002 and filed with the minutes of the Board of Directors, determined to merge WSH with and into the Corporation, with the Corporation as the surviving corporation. In such resolutions, the term "Corporation" means ServiceMaster Holding Corporation and "WSH" means WeServeHomes.com, Inc.

(the resolutions are set forth on the next page)

WHEREAS, WSH has three classes of stock outstanding with the ownership thereof being as follows:

<u>Class</u>	<u>Owner(s)</u>	<u>Shares</u>	<u>Percent of Class</u>	<u>Percent of Total</u>
Convertible Preferred Stock, Series A	ServiceMaster Holding Corporation	35,000,000	100%	77.02%
Convertible Preferred Stock, Series B	ServiceMaster Holding Corporation	8,000,000	94.79%	17.60%
	ServiceMaster Managers	440,000	5.21%	0.97%
Common Stock	ServiceMaster Holding Corporation	2,000,020	99.81%	4.40%
	Three individuals	3,763	0.19%	0.01%
Total, All Shares		<u>45,443,783</u>		<u>100%</u>

WHEREAS, all of the outstanding stock of the Corporation is owned by The ServiceMaster Company, a Delaware corporation ("ServiceMaster");

WHEREAS, it is in the best interests of ServiceMaster, the Corporation and WSH that WSH be merged with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that WSH, a Delaware Corporation and a 99.02% owned subsidiary of the Corporation, shall be merged with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation").

FURTHER RESOLVED, that the merger shall be effective upon filing (the "Effective Time") with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger to be prepared, executed and filed pursuant to Section 253 of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that at the Effective Time, --

(a) all issued and then outstanding shares of Series A Convertible Preferred Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(b) all issued and then outstanding shares of Series B Convertible Preferred Stock of WSH not owned by the Corporation shall automatically and by operation of law be converted into a right to receive a payment in cash from the Corporation in the amount of \$2.50 per share reduced by the unpaid principal balance on any promissory note executed in connection with the purchase thereof (provided that a holder does not elect to exercise his or her appraisal rights in respect of such shares) and in any case all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(c) all other issued and then outstanding shares of Series B Convertible Preferred Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect; and

(d) all issued and then outstanding shares of Common Stock of WSH not owned by the Corporation shall automatically and by operation of law be converted into a right to receive a payment in cash from the Corporation in the amount of \$0.25 per share (provided that a holder does not elect to exercise his or her appraisal rights in respect of such shares) and in any case all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(e) all other issued and then outstanding shares of Common Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect, and

(f) all issued and outstanding shares of stock of the Corporation, as the Surviving Corporation, shall remain issued and outstanding and the certificates evidencing these shares shall remain issued in the name of the Corporation, as the Surviving Corporation, to ServiceMaster.

FURTHER RESOLVED, that the proper officers of the Corporation shall advise the minority holders of the preferred stock and common stock of WSH of their appraisal rights as set forth in §262 of Title 8 of the Delaware Code.

FURTHER RESOLVED, that the Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Time shall be the

Certificate of Incorporation of the Surviving Corporation until amended in accordance with its terms and as provided by applicable law.

FURTHER RESOLVED, that the By-laws of the Corporation as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation until amended in accordance with their terms and the terms of the Certificate of Incorporation of the Surviving Corporation and as provided by applicable law.

FURTHER RESOLVED, that the directors and officers of the Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation until their respective successors shall be duly elected and qualified.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Certificate of Ownership and Merger referred to above, including, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects.

Fourth: The Corporation, as the Surviving Corporation, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of WSTI as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is ServiceMaster Holding Corporation, One ServiceMaster Way, Downers Grove, Illinois 60515 Attn: Corporate Secretary, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware forthwith send by registered mail to the Corporate Secretary of ServiceMaster Holding Corporation at the above address.

Fifth: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State of Delaware.

Dated: January 11, 2002

SERVICEMASTER HOLDING CORPORATION

By: Jim Kept
Name: Jim Kept
Title: Sr. Vice President

ATTEST:

Thomas J. Ryan
Secretary

STATE OF ILLINOIS)
)
COUNTY OF DU PAGE) ss.

BE IT REMEMBERED that on this 11th day of January 2002 personally came before me, a Notary Public for the State of Illinois, County of DuPage, Jim Kaput, personally known to me to be such, and acknowledged the foregoing Certificate of Ownership and Merger to be his act and deed and that the facts stated herein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Latressa G. Stahlberg
Notary Public

