



SECRETARY OF STATE  
 STATE CAPITOL  
 500 E. CAPITOL  
 PIERRE, S.D. 57501-5077  
 605-773-4345  
 FAX (605) 773-4350

9906294.0797 FILE NO. RECEIVED  
 6/22/99 RECEIPT NO. MAY 26 1999

APPLICATION FOR CERTIFICATE OF AUTHORITY

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Building One Service Solutions, Inc.  
 (Exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "Incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is

(3) State where incorporated Virginia Federal Taxpayer I

(4) The date of its incorporation is November 1, 1994 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is Commonwealth Center, 45600 Terminal Drive, Dulles, Virginia Zip Code 20166-4300  
 mailing address if different from above is: Same Zip Code \_\_\_\_\_

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is c/o C T Corporation System, 319 S. Coteau Zip 57501  
Street, Pierre, South Dakota  
 and the name of its proposed registered agent in the State of South Dakota at that address is C T Corporation System

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose) Commercial Contract Management

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>Chad L. MacDonald</u>	<u>Pres., Secy., Treas. and</u>	<u>Commonwealth Center, 45600 Terminal Drive,</u>	<u>Dulles, Virginia</u>	<u>20166</u>	<u>4300</u>
<u>Timothy C. Clayton,</u>	<u>Vice President</u>	<u>800 Connecticut Ave., NW, Suite 1111,</u>	<u>Washington, D.C.</u>	<u>20006</u>	
<u>CPA</u>	<u>and Director</u>	<u>8000 Connecticut Ave., NW, Suite 1111,</u>	<u>Washington, D.C.</u>	<u>20006</u>	
<u>F. Traynor Beck, Esq.,</u>	<u>Assistant Secretary and</u>				

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>(No series)</u>	<u>\$1.00</u>

*Handwritten signature/initials*

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
100	Common	(No series)	\$1.00

(11) The amount of its stated capital is \$100.00  
 Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.


(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

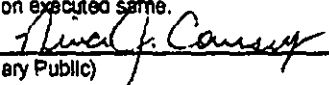
I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated May 11 19 99

  
 (Signature) Chad L. MacDonald  
 President  
 (Title)


State of Virginia  
 County of Loudoun

On this 11<sup>th</sup> day of May, 19 99, before me \_\_\_\_\_  
 personally appeared Chad L. MacDonald known to me, or proved to me, to be  
 the President of the corporation that is described in and that executed the  
 within instrument and acknowledged to me that such corporation executed same.

My Commission Expires My Commission Expires January 31, 2002  
 Notarial Seal   
 (Notary Public)

\*\*\*\*\*

The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT	
I, <u>C T Corporation System</u> (name of registered agent)	hereby give my consent to serve as the
registered agent for <u>Building One Service Solutions, Inc.</u> (corporate name)	
Dated <u>May 25</u> 19 <u>99</u>	<u>C T CORPORATION SYSTEM</u>  (signature of registered agent)
	Kevin J. Gallagher, Asst. VP

COMMONWEALTH OF VIRGINIA

9906294 0797

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

BUILDING ONE SERVICE SOLUTIONS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is November 01, 1994.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:  
May 21, 1999*



*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*

RETURN TO  
 SECRETARY OF STATE  
 500 E CAPITOL  
 PIERRE, S D 57501-5077  
 605-773-4845  
 FAX (605) 773-4550

# ANNUAL REPORT

FOREIGN  
 PLEASE TYPE OR USE BLACK INK

FILING FEE \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

10-27-00  
 RECEIVED  
 OCT 27 00  
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

FB-022586 MAY/0000  
 BUILDING ONE SERVICE SOLUTIONS, INC.  
 COMMONWEALTH CENTER  
 45600 TERMINAL DRIVE  
 DULLES VA 20166

Telephone # (713) 860 0122  
 FAX # (713) 671 1222  
 Federal Taxpayer ID  
 FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

## \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.  
 \*\*\*\*\*

2. It is incorporated under the laws of Virginia and the address of its principal office or registered office in the state of incorporation is 45600 Terminal Drive, Dulles, VA Zip +4 20166

3. The address of its registered office in South Dakota is 319 S Coteau, Pierre, SD Zip +4 57501

and the name of its registered agent at such address is C.T. Corporation Systems  
 4. The character of the business in which it is actually engaged in South Dakota is janitorial service

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Donald L. Luke</u>	Director	<u>3 Greenway Plaza #2000</u>	<u>Houston</u>	<u>TX</u>	<u>77046</u>
<u>Michael J. Sullivan</u>	Director	<u>151 Bowman Place #400</u>	<u>Red Bank</u>	<u>MD</u>	<u>07701</u>
<u>Michael J. Sullivan</u>	President	<u>151 Bowman Place #400</u>	<u>Red Bank</u>	<u>MD</u>	<u>07701</u>
<u>Darren B. Miller</u>	Vice President	<u>3 Greenway Plaza #2000</u>	<u>Houston</u>	<u>TX</u>	<u>77046</u>
<u>Gray H. Muzzy</u>	Secretary	<u>3 Greenway Plaza #2000</u>	<u>Houston</u>	<u>TX</u>	<u>77046</u>
<u>Daniel W. Kupp</u>	Treasurer	<u>3 Greenway Plaza #2000</u>	<u>Houston</u>	<u>TX</u>	<u>77046</u>

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>	<u>-</u>	<u>1.00</u>
<u>100</u>	<u>Common</u>	<u>-</u>	<u>1.00</u>

8. The amount of its stated capital is \$ \_\_\_\_\_

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 10-12-00

By [Signature]  
 (Signature)

Its Assistant Secretary  
 (Title)

STATE OF Texas  
 COUNTY OF Harris ss

I, Anna Garcia, a notary public, do hereby certify that on this 12<sup>th</sup> day of October 2000

personally appeared before me Tony L. Visage who, being by me first duly sworn, declared that he/she is the Asst. Secretary of Building One Service Solutions, Inc. the corporation

named above, and signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 03-23-2004  
 (Notarial Seal)

[Signature]  
 Notary Public

0010205.2328  
11/17/00

ATTACHMENT TO  
ANNUAL REPORT  
STATE OF SOUTH DAKOTA

BUILDING ONE SERVICE SOLUTIONS, INC.

'Cont'd

Name	Business Address
Michael J. Sullivan, President	151 Bodman Place #400 Red Bank, NJ 07701
Richard L. Parker, Vice President	3 Greenway Plaza, Suite 2000 Houston, TX 77046
Robert Arnold, Assistant Treasurer	3 Greenway Plaza, Suite 2000 Houston, TX 77046
Layne J. Albert, Vice President and Assistant Secretary	3 Greenway Plaza, Suite 2000 Houston, TX 77046
John A. Hale, Jr., Assistant Secretary	3 Greenway Plaza, Suite 2000 Houston, TX 77046
Tony L. Visage, Assistant Secretary	3 Greenway Plaza, Suite 2000 Houston, TX 77046





RETURN TO  
SECRETARY OF STATE  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

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18701

# ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 5-24-01  
RECEIPT NO. 914768

RECEIVED  
MAY 24 '01  
S.D. SEC. OF STATE

1. Corporate Name and Mailing Address:

FB-022586 MAY/2000  
BUILDING ONE SERVICE SOLUTIONS, INC.

COMMONWEALTH CENTER  
45600 TEMINAL DRIVE  
DULLES VA 20166

Telephone # 713-860-0100  
FAX # 713-621-2722

Federal Taxpayer ID  
FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the following  
month.

### \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Virginia and the address of its principal office or registered office in the presence of a notary public is 11 South 12th Street, Richmond, VA Zip + 4 23219

3. The address of its registered office in South Dakota is 503 South Pierre Street, Pierre, SD 57501 Zip + 4 \_\_\_\_\_

and the name of its registered agent at such address is Corporation Service Company

4. The character of the business in which it is actually engaged in South Dakota is commercial contract management

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Henry P. Holland</u>	Director	<u>3 Greenway Plaza #2000</u>	<u>Houston, TX</u>		<u>77046</u>
<u>Michael J. Sullivan</u>	Director	<u>151 Badman Place #400</u>	<u>Red Bank, NJ</u>		<u>07701</u>
<u>Michael J. Sullivan</u>	President	<u>151 Badman Place #400</u>	<u>Red Bank, NJ</u>		<u>07701</u>
<u>Darren B. Miller</u>	Vice President	<u>3 Greenway Plaza #2000</u>	<u>Houston, TX</u>		<u>77046</u>
<u>Gray H. Muzzy</u>	Secretary	<u>3 Greenway Plaza #1000</u>	<u>Houston, TX</u>		<u>77046</u>
<u>Daniel W. Kipp</u>	Treasurer	<u>3 Greenway Plaza #2000</u>	<u>Houston, TX</u>		<u>77046</u>

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE  
1,000 Common \$1.00

7. NUMBER OF SHARES ISSUED CLASS SERIES PAR VALUE  
100 Common \$1.00

8. The amount of its stated capital is \$ 100.00

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 5-15-01

By Gray H. Muzzy  
(Signature)

Its Secretary  
(Title)

STATE OF Texas

COUNTY OF Harris ss

On this 17th day of May, 2001, before me, Diane L. Bailey

personally appeared Gray H. Muzzy, known to me, or proved to me,

to be the Secretary of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 5-21-03

Diane L. Bailey  
Notary Public

(Notarial Seal)



DIANE L. BAILEY  
Notary Public, State of Texas  
My Commission Expires

SOS CRP 03/00

0307324.0427  
712103

Receipt Number: 1219965

File Number **FB022586**



**APPLICATION\_FOR\_WITHDRAWAL**

For

**BUILDING ONE SERVICE SOLUTIONS, INC. (VA)**

Filed at the request of:

**ENCOMPASS  
ERIN K. O'CONNOR  
3 GREENWAY PLAZA STE 1900  
HOUSTON TX 77046**

*State of South Dakota  
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **June 16, 2003**

*Chi Nelson*

Secretary of State

Fee Received: \$10

0327324 0427

2.005 S. 340  
All Rights Reserved

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

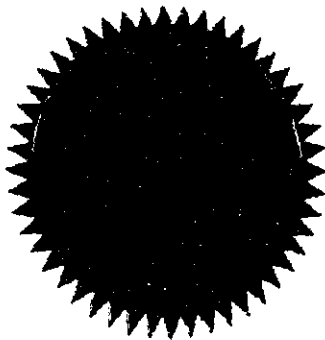
### Certificate of Withdrawal

ORGANIZATIONAL ID #: FB022586

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the application for Withdrawal from South Dakota for **BUILDING ONE SERVICE SOLUTIONS, INC. (VA)** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for Withdrawal.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 16, 2003.



*Chris Nelson*  
**Chris Nelson**  
Secretary of State

Y S D W S O A R T

SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL AVE.  
PIERRE, S.D. 57501  
(605)773-4845  
FAX (605)773-4550

Filed this 16<sup>th</sup> day of June, 2003  
Erin O'Connor  
Secretary of State

RECEIVED  
0307374  
7/2/03  
JUN 16 '03

### APPLICATION FOR CERTIFICATE OF WITHDRAWAL

S.D. SEC. OF STATE

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Withdrawal from your State, and for that purpose submits the following statement:

- The name and address of the corporation is Building One Service Solutions, Inc.  
3 Greenway Plaza, Suite 2000, Houston, TX 77046
- It is incorporated under the laws of the state of Virginia
- That this corporation is not doing or engaging in any business in this state, and hereby surrenders its authority to transact business in South Dakota.
- It revokes the authority of its registered agent in your State to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in your State during the time the corporation was authorized to transact business in your State may thereafter be made on the corporation by service thereof on the Secretary of State of your State.
- The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is \_\_\_\_\_  
3 Greenway Plaza Suite 2000, Houston, Texas 77046

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common		\$1.00

7. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
100	Common		\$1.00

(8) The amount of its stated capital as of this date is \$ 89,861,292

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 5/20/03

John A. H... Jr.  
(Signature)  
Vice President & Secretary  
(Title)

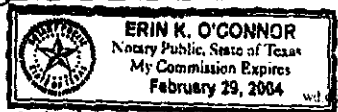
STATE OF TEXAS

COUNTY OF HARRIS

I, Erin O'Connor, a notary public, do hereby certify that on this 22<sup>nd</sup> day of May, 2003, personally appeared before me John A. H... Jr. who, being by me first duly sworn, declared that he/she is the Vice President & Secretary of Building One Service Solutions, Inc., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 2/29/2004

Erin O'Connor  
(Notary Public)



Filing Fee: \$10

\*\*\* An Original and one exact or conformed copy must be submitted. \*\*\*

*Handwritten:* 26222584