

1125503

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

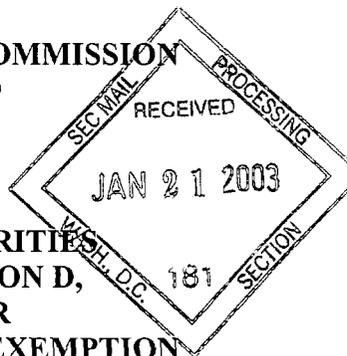


Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response.. 1

Table with SEC USE ONLY, Prefix, Serial

DATE RECEIVED PROCESSED

JAN 22 2003

THOMSON FINANCIAL

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Servicys, Inc. Bridge Financing

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Servicys, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

2275 Half Day Road, Bannockburn, IL 60015 (847) 940-7600

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Internet distributor of janitorial and sanitation supplies.

- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rouse, Edward B.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Bain and Company; 233 S. Wacker Dr.; Ste. 4400; Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bicknell, Martin

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o A.G. Edwards & Sons; 10790 Nall Ave., Ste. 100, Overland Park, KS 66211

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Doyle, John

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Ascension Health; 4600 Edmundson Rd., St. Louis, MO 63134

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dillon, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Servicys, Inc.; 2275 Half Day Rd.; Bannockburn, IL 60015

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Camp, Leroy

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Servicys, Inc.; 2275 Half Day Rd.; Bannockburn, IL 60015

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or

- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Murphy, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Servicys, Inc. 2275 Half Day Rd., Bannockburn, IL 60015

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
O'Donnell, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Servicys, Inc. 2275 Half Day Rd., Bannockburn, IL 60015

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Glunz, Raymond

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Servicys, Inc. 2275 Half Day Rd., Bannockburn, IL 60015

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Bainlab, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Bain & Company, Inc., Two Copley Pl., Boston MA 02116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Harbor Investors, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Bain & Company, Inc.; Two Copley Pl., Boston, MA 02116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or

- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

JanSan Investors, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

C/O Bain & Company, 233 S. Wacker Dr. #4400, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

New Market Ventures, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)

1400 Atkinson Ave., P.O. Box 356, Pittsburg, KS 66762

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hines Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o 100 Terrace Plaza, Ste. 300, Muskegon, MI 49440

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or

Apply: Owner Officer Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 17,500

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. None

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify <u>Convertible Promissory Notes and</u>	\$ 1,300,000	\$ 1,300,000
TotalWarrants.	\$ 1,300,000	\$ 1,300,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	5	\$ 1,300,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ 0
Regulation A		\$ 0
Rule 504		\$ 0
Total		\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ 0
Total	<input type="checkbox"/>	\$ 20,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 1,280,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ 0	[] \$ 0
Purchase of real estate	[] \$ 0	[] \$ 0
Purchase, rental or leasing and installation of machinery and equipment	[] \$ 0	[] \$ 0
Construction or leasing of plant buildings and facilities.....	[] \$ 0	[] \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$ 0	[] \$ 0
Repayment of indebtedness	[] \$ 0	[] \$ 0
Working capital	[] \$1,280,000	[] \$ 0
Other (specify): _____	[] \$ 0	[] \$ 0
_____	[] \$ 0	[] \$ 0
_____	[] \$ 0	[] \$ 0
Column Totals	[] \$1,280,000	[] \$ 0
Total Payments Listed (column totals added)	[] \$1,280,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Servicys, Inc.	Signature 	Date 1/13/03
Name of Signer (Print or Type) Robert Dillon	Title of Signer (Print or Type) President	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
 [] [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Servicys, Inc.	Signature <i>Robert Dillon</i>	Date 1/13/03
Name of Signer (Print or Type) Robert Dillon	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									

AZ								
AR								
CA								
CO								
CT								
DE								
DC								
FL								
GA								
HI								
ID								
IL	X	\$215,000	1	215,000	0	0		X
IN								
IA								
KS	X	\$400,000	1	400,000	0	0		X
KY								
LA								
ME								
MD								
MA	X	\$350,000	2	350,000	0	0		X
MI								
MN								
MS								
MO	X	\$335,000	1	335,000	0	0		X
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX								
UT								
VT								
VA								
WA								
WV								
WI								

WY									
PR									

Totals: 5 \$1,300,000

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Servicys, Inc. , a corporation organized under the laws of Delaware , for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Robert Dillon
 Servicys, Inc.
 2275 Half Day Road
 Bannockburn, IL 60015

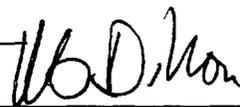
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

- | | | | |
|--------------------------------------|---|--|--|
| <input type="checkbox"/> ALABAMA | Secretary of State. | <input type="checkbox"/> DELAWARE | Securities of Commissioner. |
| <input type="checkbox"/> ALASKA | Administrator of the
Division of Banking and
Corporations, Department
of Commerce and
Economic Development. | <input type="checkbox"/> DISTRICT OF
COLUMBIA | Public Service Commission. |
| <input type="checkbox"/> ARIZONA | The Corporation
Commission. | <input type="checkbox"/> FLORIDA | Department of Banking and
Finance. |
| <input type="checkbox"/> ARKANSAS | The Securities
Commissioner. | <input type="checkbox"/> GEORGIA | Commissioner of Securities. |
| <input type="checkbox"/> CALIFORNIA | Commissioner of
Corporations | <input type="checkbox"/> GUAM | Administrator, Department
of Finance. |
| <input type="checkbox"/> COLORADO | Securities Commissioner. | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner. | <input type="checkbox"/> IDAHO | Director, Department of
Finance. |
| <input type="checkbox"/> IOWA | Commissioner of
Insurance. | <input checked="" type="checkbox"/> ILLINOIS | Secretary of State. |
| | | <input type="checkbox"/> INDIANA | Secretary of State. |
| | | <input type="checkbox"/> NORTH DAKOTA | Securities Commissioner. |

<input checked="" type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> OHIO	Secretary of State.
<input type="checkbox"/> KENTUCKY	Director, Division of Securities.	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance.
<input type="checkbox"/> LOUISIANA	Commissioner of Securities.	<input type="checkbox"/> OKLAHOMA	Securities Administrator.
<input type="checkbox"/> MAINE	Administrator, Securities Division.	***PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities.	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions.
<input checked="" type="checkbox"/> MASSACHUSETTS	Secretary of State.		
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation.
		<input type="checkbox"/> SOUTH CAROLINA	Attorney General.
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce.	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities.
<input type="checkbox"/> MISSISSIPPI	Secretary of State.	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance.
<input checked="" type="checkbox"/> MISSOURI	Securities Commissioner.		
		<input type="checkbox"/> TEXAS	Securities Commissioner.
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input type="checkbox"/> UTAH	Director, Division of Securities.
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance.	<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance and Securities.
<input type="checkbox"/> NEVADA	Secretary of State.	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission.
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State.		
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau.	<input type="checkbox"/> WASHINGTON	Director of the Department of Licensing.
<input type="checkbox"/> NEW MEXICO	Director, Securities Division.	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities.
<input type="checkbox"/> NEW YORK	Secretary of State.	<input type="checkbox"/> WISCONSIN	Commissioner of Securities.
<input type="checkbox"/> NORTH CAROLINA	Secretary of State.	<input type="checkbox"/> WYOMING	Secretary of State.

Dated this January 13, 2003.

(CORPORATE SEAL)By: Servicys, Inc.

By: 

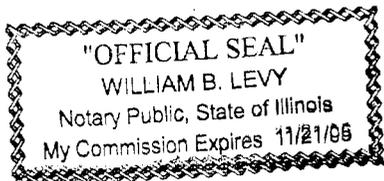
Robert Dillon
President

CORPORATE ACKNOWLEDGMENT

State of Illinois)
) ss.
County of Cook)

On this January 13, 2003 before me William B. Levy the undersigned,
personally appeared Robert Dillon, known personally to me to be the President
of the above named corporation and acknowledged that he, being authorized so to do,
executed the foregoing instrument for the purposes therein contained, by signing the name of the
corporation by him as President.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



William B. Levy

Notary Public/~~Commissioner of Cook~~

(NOTARY SEAL)

My Commission Expires 11/21/05

Uniform Form of Corporate Resolution of

SERVICYS, INC.

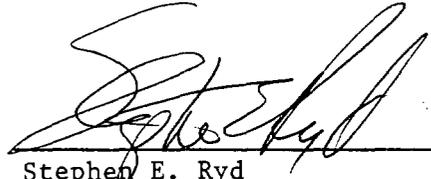
RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the Assistant Secretary of Servicys, Inc., a corporation organized and existing under the laws of the State of Delaware; that the foregoing is a true and correct copy of a resolution duly adopted ~~at a meeting~~ of the Board of Directors of said corporation ~~held~~ on the 25th day of May, 2001, ~~at which meeting a quorum was at all times present and acting~~; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

*by unanimous written consent

Dated this January 13, 2003.



Stephen E. Ryd

Assistant Secretary

(CORPORATE SEAL)