



**ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of Rollins, Inc. (the Company ) adopted resolutions approving an amendment to the Company s Certificate of Incorporation to increase the number of authorized shares of capital stock to 170,500,000, consisting of 170,000,000 shares of common stock and 500,000 shares of preferred stock.

During the annual meeting of the Company s stockholders, the stockholders approved the amendment to the Company s Certificate of Incorporation. The amendment to the Certificate of Incorporation was adopted and executed on April 25, 2006, and filed with the Secretary of State of Delaware on May 2, 2006. The Certificate of Amendment became effective upon filing. A copy of the Certificate of Amendment is filed herewith as an Exhibit.

**ITEM 9.01 Financial Statements and Exhibits.**

- (a) Financial Statements
- (b) Pro Forma Financial Information
- (c) Shell Company Transactions
- (d) Exhibits

Exhibit Number	Description
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(3)(i)(D)	Certificate of Amendment of Certificate of Incorporation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Rollins, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ROLLINS, INC.**

Date: May 3, 2006

By:	/s/Harry J. Cynkus
Name:	Harry J. Cynkus
Title:	Chief Financial Officer and Treasurer