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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003.

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number 1-4422

ROLLINS, INC.
(Exact name of registrant as specified in its charter)

Delaware	51-0068479
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2170 Piedmont Road, N.E., Atlanta, Georgia
(Address of principal executive offices)

30324
(Zip Code)

(404) 888-2000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in rule 12b-2 of the Exchange Act).
Yes [X] No [ ]

Rollins, Inc. had 45,116,771 shares of its $1 Par Value Common Stock outstanding as of July 15, 2003.
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ROLLINS, INC. AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION
Item 1. Financial Statements.

ROLLINS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(In thousands except share and per share data)

<S>	<C>	<C> (Unaudited) June 30, 2003	<C> December 31, 2002
ASSETS			
	Cash and Short-Term Investments	$ 64,865	$ 38,315
	Trade Receivables, Net of Allowance for Doubtful Accounts of $4,724 and $5,441, respectively	54,392	47,740
	Materials and Supplies	11,073	10,662
	Deferred Income Taxes	19,800	20,035
	Other Current Assets	11,037	9,470
	Current Assets	161,167	126,222
	Equipment and Property, Net	34,391	38,880
	Goodwill	72,498	72,392
	Customer Contracts and Other Intangible Assets	33,700	35,507
	Deferred Income Taxes	42,278	44,406
	Total Assets	$ 344,034	$ 317,407
LIABILITIES			
	Accounts Payable	$ 15,912	$ 12,138
	Accrued Insurance	12,668	11,740
	Accrued Payroll	30,354	28,623
	Unearned Revenue	44,848	43,049
	Accrual for Termite Contracts	19,000	19,000
	Other Current Liabilities	19,360	15,312
	Current Liabilities	142,142	129,862
	Accrued Insurance, Less Current Portion	29,471	30,222
	Accrual for Termite Contracts, Less Current Portion	26,980	27,446
	Accrued Pension	5,770	10,769
	Long-Term Accrued Liabilities	27,512	28,418
	Total Liabilities	231,875	226,717
Commitments and Contingencies			
STOCKHOLDERS' EQUITY			
	Common Stock, par value $1 per share; 99,500,000 shares authorized; 45,101,771 and 44,799,368 shares issued and outstanding, respectively	45,102	44,799
	Additional Paid-In Capital	4,178	299
	Accumulated Other Comprehensive Loss	(16,613)	(16,947)
	Retained Earnings	79,492	62,539
	Total Stockholders' Equity	112,159	90,690
	Total Liabilities and Stockholders' Equity	$ 344,034	$ 317,407

<FN>

The accompanying notes are an integral part of these consolidated financial statements.
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ROLLINS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands except share and per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
<S> <C>	<C>	<C>	<C>	<C>
REVENUES				
Customer Services	$ 185,105	$ 184,189	$ 340,227	$ 337,491
COSTS AND EXPENSES				
Cost of Services Provided	95,550	97,205	179,628	181,227
Depreciation and Amortization	5,037	5,446	10,193	10,873
Sales, General & Administrative	62,253	62,720	116,475	118,557
Interest (Income) Expense	(94)	(39)	(160)	10
	162,746	165,332	306,136	310,667
INCOME BEFORE INCOME TAXES	22,359	18,857	34,091	26,824
PROVISION FOR INCOME TAXES				
Current	7,290	5,942	10,753	7,746
Deferred	1,207	1,224	2,202	2,447
	8,497	7,166	12,955	10,193
NET INCOME	$ 13,862	$ 11,691	$ 21,136	$ 16,631
EARNINGS PER SHARE - BASIC				
Net Income	$ 0.31	$ 0.26	$ 0.47	$ 0.37
EARNINGS PER SHARE - DILUTED				
Net Income	$ 0.30	$ 0.26	$ 0.46	$ 0.37
Average Shares Outstanding---Basic	45,117	45,227	45,015	45,211
Average Shares Outstanding---Diluted	46,404	45,543	46,258	45,516
DIVIDENDS PAID PER SHARE	$ 0.05	$ 0.0333	$ 0.10	$ 0.0666

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ROLLINS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30, 2003	Six Months Ended June 30, 2002
OPERATING ACTIVITIES		
Net Income	$ 21,136	$ 16,631
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	10,193	10,873
Provision for Deferred Income Taxes	2,364	2,463
Other, Net	163	173
(Increase) Decrease in Assets:		
Trade Receivables	(6,517)	(6,238)
Materials and Supplies	(358)	309
Other Current Assets	(1,566)	2,284
Other Non-Current Assets	(60)	94
Increase (Decrease) in Liabilities:		
Accounts Payable and Accrued Expenses	11,874	7,186
Unearned Revenue	1,799	12,235
Accrued Insurance	177	526
Accrual for Termite Contracts	(466)	841
Long-Term Accrued Liabilities	(5,864)	224
Net Cash Provided by Operating Activities	32,875	47,601
INVESTING ACTIVITIES		
Purchases of Equipment and Property	(2,332)	(4,611)
Net Cash Used for Acquisition of Companies	(1,508)	(1,358)
Net Cash Used in Investing Activities	(3,840)	(5,969)
FINANCING ACTIVITIES		
Dividends Paid	(4,500)	(3,016)
Common Stock Purchased	---	(1,292)
Payments on Capital Leases	---	(256)
Other	2,015	292

Net Cash Used in Financing Activities	(2,485)	(4,272)
Net Increase in Cash and Short-Term Investments	26,550	37,360
Cash and Short-Term Investments At Beginning of Period	38,315	8,650
Cash and Short-Term Investments At End of Period	$ 64,865	$ 46,010

<FN>
The accompanying notes are an integral part of these consolidated financial statements.
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ROLLINS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. BASIS OF PREPARATION

The consolidated financial statements included herein have been prepared by Rollins, Inc. (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations.

These consolidated financial statements should be read in conjunction with the financial statements and related notes contained in the Company's annual report on Form 10-K for the year ended December 31, 2002.

The Company has only one reportable segment, its pest and termite control business. The Company's results of operations and its financial condition are not reliant upon any single customer or a few customers or the Company's foreign operations.

In the opinion of management, the consolidated financial statements included herein contain all normal recurring adjustments necessary to present fairly the financial position of the Company as of June 30, 2003 and December 31, 2002, and the results of operations for the three and six months ended June 30, 2003 and 2002 and cash flows for the six months ended June 30, 2003 and 2002. Operating results for the three and six months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003.

Comprehensive income includes foreign currency translation adjustments (See Note 5). For the three and six months ended June 30, 2003 and 2002, comprehensive income is not materially different from net income.

The Board of Directors, at its quarterly meeting on January 28, 2003, authorized a three-for-two stock split by the issuance on March 10, 2003 of one additional common share for each two common shares held of record on February 10, 2003. Accordingly, the par value for additional shares issued was adjusted to common stock, and fractional shares resulting from the stock split were settled in cash. All share and per share data appearing throughout this Form 10-Q have been retroactively adjusted for this stock split.

In November 2002, the Emerging Issues Task Force issued EITF 00-21, Revenue Arrangements with Multiple Deliverables, which is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. This EITF addresses how to account for arrangements that may involve the delivery or performance of multiple products, services, and/or rights to use assets. The Company's termite baiting business involves multiple deliverables, consisting of an initial installation and subsequent monitoring inspections. Since the inception of its termite baiting program in 1999, the Company has consistently deferred a portion of the selling price to be recognized over the first year of the contracts based on a fair value assessment of the service provided. The Company will adopt EITF 00-21 in the third quarter of 2003. Management believes that the adoption of this statement will not have a material effect on the Company's financial position, results of operations or liquidity.

In December 2002, the FASB issued FASB Interpretation No. 46, Consolidation of Variable Interest Entities ("FIN 46"). The Interpretation requires that a variable interest entity be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements apply to older entities in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply in all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The Company believes the adoption of the Interpretation will not have a material impact on the financial position, results of operations or liquidity of the Company.

Certain amounts for prior periods have been reclassified to conform with current period consolidated financial statement presentation. Such reclassifications had no effect on previously reported net income.

The business of the Company is affected by the seasonal nature of the Company's pest and termite control services as evidenced by the following chart.

	Total Net Revenues		
	2003	2002	2001
First Quarter	$ 155,122	$ 153,302	$ 150,280
Second Quarter	185,105	184,189	180,731
Third Quarter	N/A	174,063	169,223
Fourth Quarter	N/A	153,871	149,691

NOTE 2. EARNINGS PER SHARE

In accordance with SFAS No. 128, Earnings Per Share, the Company computes basic Earnings Per Share ("EPS") on the basis of weighted-average shares outstanding. Diluted EPS is computed on the basis of weighted-average shares outstanding plus common stock options outstanding during the period, which, if exercised, would have a dilutive effect on EPS. Basic and diluted EPS have been restated for the three-for-two stock split for all applicable periods presented (See Note 1). A reconciliation of the number of weighted-average shares used in computing basic and diluted EPS is as follows:

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	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
(In thousands except per share data amounts)	2003	2002	2003	2002
<S>	<C>	<C>	<C>	<C>
Basic and diluted earnings available to stockholders (numerator):	$13,862	$11,691	$21,136	$16,631
Shares (denominator):				
Weighted-average shares outstanding	45,117	45,227	45,015	45,211
Effect of Dilutive securities:				
Employee Stock Options	1,287	316	1,243	305
Adjusted Weighted-Average Shares and Assumed Exercises	46,404	45,543	46,258	45,516

Per share amounts:

Basic earnings per common share	$0.31	$0.26	$0.47	$0.37
Diluted earnings per common share	$0.30	$0.26	$0.46	$0.37

NOTE 3. LEGAL PROCEEDINGS

Orkin, one of the Company's subsidiaries, is a named defendant in Helen Cutler and Mary Lewin v. Orkin Exterminating Company, Inc. et al. pending in the District Court of Houston County, Alabama. The plaintiffs in the above mentioned case filed suit in March of 1996 and are seeking monetary damages and injunctive relief for alleged breach of contract arising out of alleged missed or inadequate reinspections. The attorneys for the plaintiffs contend that the case is suitable for a class action and the court has ruled that the plaintiffs would be permitted to pursue a class action lawsuit against Orkin. Orkin believes this case to be without merit and intends to defend itself vigorously at trial. At this time, the final outcome of the litigation cannot be determined. However, in the opinion of Management, the ultimate resolution of this action will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

Orkin is also a named defendant in Butland et al. v. Orkin Exterminating Company, Inc. et al. pending in the Circuit Court of Hillsborough County, Tampa, Florida. The plaintiffs filed suit in March of 1999 and are seeking monetary damages in excess of $15,000 for each named plaintiff and injunctive relief for alleged breach of contract, fraud and various violations of Florida state law. The Court ruled in early April 2002, certifying the class action lawsuit against Orkin. Orkin has appealed this ruling to the Florida Second District Court of Appeals. Moreover, Orkin believes this case to be without merit and intends to defend itself vigorously through trial, if necessary. At this time, the final outcome of the litigation cannot be determined. However, in the opinion of Management, the ultimate resolution of this action will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

Orkin is involved in certain environmental matters primarily arising in the normal course of business. In the opinion of Management, the Company's liability under any of these matters would not materially affect its financial condition or results of operations.

Additionally, in the normal course of business, Orkin is a defendant in a number of lawsuits, which allege that plaintiffs have been damaged as a result of the rendering of services by Orkin personnel and equipment. Orkin is actively contesting these actions. In the opinion of Management, however, the outcome of these actions will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

NOTE 4. STOCKHOLDERS' EQUITY

For the second quarter and six months ended June 30, 2003, approximately 85,500 and 218,000 shares of common stock were issued upon exercise of stock options by employees respectively. The Company accounts for its employee stock options under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands, except per share data)	2003	2002	2003	2002
Net income, as reported	$13,862	$11,691	$21,136	$16,631
Deduct: Total stock-based employee compensation expense determined under fair value based method for				

all awards, net of related tax effects	(483)	(463)	(966)	(926)
Pro forma net income	$13,379	$11,228	$20,170	$15,705
Earnings per share:				
Basic-as reported	$0.31	$0.26	$0.47	$0.37
Basic-pro forma	$0.30	$0.25	$0.45	$0.35
Diluted-as reported	$0.30	$0.26	$0.46	$0.37
Diluted-pro forma	$0.29	$0.25	$0.44	$0.35

</TABLE>

NOTE 5. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss consists of the following (in thousands):

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<S>	Minimum Pension Liability <C>	Foreign Currency Translation <C>	Total <C>
Balance at December 31, 2001	$ (4,047)	$ (775)	$ (4,822)
Change during first six months of 2002:			
Before-tax amount	---	149	149
Tax benefit	---	(57)	(57)
	---	92	92
Balance at June 30, 2002	$ (4,047)	$ (683)	$ (4,730)
Balance at December 31, 2002	$ (16,182)	$ (765)	$ (16,947)
Change during first six months of 2003:			
Before-tax amount	---	538	538
Tax benefit	---	(204)	(204)
	---	334	334
Balance at June 30, 2003	$ (16,182)	$ (431)	$ (16,613)

</TABLE>

NOTE 6. ACCRUAL FOR TERMITE CONTRACTS

During the first quarter of 2003, the Company adopted the accounting provisions of FASB Interpretation No. 45 ("FIN 45"), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Direct Guarantees of Indebtedness of Others, which requires that the fair value of guarantees issued after December 31, 2002 be recorded as a liability, with the offsetting entry being recorded based on the circumstances in

which the guarantee was issued. FIN 45 further states that the liability is typically reduced over the term of the guarantee. The adoption had no impact on the Company's financial position, results of operations or liquidity.

The Company maintains an accrual for termite contracts representing the estimated costs of reapplications, repair claims and associated labor, chemicals, and other costs relative to termite control services performed prior to the balance sheet date as discussed in further detail under Critical Accounting Policies in Item 2. A reconciliation of the beginning and ending balances of the accrual for termite contracts is as follows:

(In thousands)	
Beginning Balance as of December 31, 2002	$46,446
Current Year Provision	12,592
Settlements, Claims and Expenditures Made During the Period	(13,058)
Ending Balance as of June 30, 2003	$45,980

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Company's continued emphasis on customer retention, along with building recurring revenues, resulted in revenue growth of 0.5% in the second quarter and

0.8% for the first six months of 2003 despite a sluggish economy and unseasonably wet and cold weather conditions in parts of the U.S. The financial results for the second quarter and the first six months of 2003 were positively impacted by the continued benefit of our recent service initiatives, which included every-other-month residential pest control service, AcuridSM premium commercial pest control services, and termite directed liquid and baiting treatment.

For the second quarter of 2003, the Company had net income of $13.9 million compared to net income of $11.7 million in the second quarter of 2002, which represents a 18.6% increase. For the first six months of 2003, the Company had net income of $21.1 million compared to net income of $16.6 million in the first six months of 2002, which represents a 27.1% increase. The overall improvement in profit margins is largely a result of decreased Cost of Services Provided and Sales, General & Administrative as a percentage of revenues.

For the first six months of 2003, the Company generated cash of $26.6 million compared to $37.4 million for the first six months of 2002. The Company had Cash and Short-Term Investments of $64.9 million at June 30, 2003, compared to $38.3 million at December 31, 2002 and $46.0 million at June 30, 2002.

Results of Operations

Revenues for the quarter ended June 30, 2003 increased to $185.1 million, an increase of $916,000 or 0.5% from last year's second quarter revenues of $184.2 million. Revenues for the six month period ended June 30, 2003 increased to $340.2 million, an increase of $2.7 million or 0.8% from last year's first six month revenues of $337.5 million. The revenue increase was attributable to a modest increase in revenues from residential and commercial pest control service. The growth in pest control revenues reflects a successful 2002 and 2003 price increase campaign, as well as higher average selling prices for new customers. Every-other-month service, our primary residential pest control service offering, continues to grow in importance, comprising over 50% of our residential pest control customer base at June 30, 2003. Our commercial revenues improved slightly in the second quarter and six months, as a result of new service offerings and a successful price increase campaign implemented in April 2003. Termite revenues decreased in the second quarter and six months of 2003 reflecting continuing wet and cold weather in parts of the U.S. Per the National Climatic Data Center's 109 years of tracking weather data, temperatures in the Northeast Region of the country were the 10th coldest on record. Also, the Southeast experienced the second wettest six month period on record. The Company experienced an improvement in recurring termite revenues mainly from higher bait monitoring services. Despite the decrease in termite sales dollars, the Company managed to achieve a slight improvement in average selling prices. The Company's foreign operations made up less than 6.2% of the Company's total revenues in the second quarter and six months of 2003 and 2002.

The business of the Company is affected by the seasonal nature of the Company's pest and termite control services as evidenced by the following chart.

	Total Net Revenues		
	2003	2002	2001
First Quarter	$ 155,122	$ 153,302	$ 150,280
Second Quarter	185,105	184,189	180,731
Third Quarter	N/A	174,063	169,223
Fourth Quarter	N/A	153,871	149,691

Cost of Services Provided for the second quarter ended June 30, 2003 decreased $1,655,000 or 1.7%, while margins improved by 1.2 percentage points, representing 51.6% of revenues for the second quarter 2003 compared to 52.8% of revenues in the prior year second quarter. For the first six months of 2003, Cost of Services Provided decreased $1,599,000 or 0.9%, while margins improved by 0.9 percentage points, representing 52.8% of revenues for the first six months of 2003 compared to 53.7% of revenues in the prior year. The decrease for the quarter and six months ended June 30, 2003 can be mainly attributed to reductions in service salaries, insurance and claims expense and materials and supplies partially offset by higher fleet costs, which were affected by higher gasoline prices and unusually large numbers of vehicles cycling off of leases. Pest control and termite technician productivity and employee retention continued to improve. In management's opinion, better employee retention helps to drive better customer retention.

Sales, General and Administrative for the second quarter ended June 30, 2003 decreased $467,000 or 0.7% and, as a percentage of revenues, improved by 0.5 margin points for the second quarter, averaging 33.6% of total revenues compared to 34.1% for the prior year quarter. Sales, General and Administrative for the first six months of 2003 decreased $2.1 million or 1.8% and, as a percentage of revenues, improved by 0.9 margin points for the first six months, averaging 34.2% of total revenues compared to 35.1% for the prior year. Improvement for the year was mainly attributed to reduced sales salaries due to reduction of the sales costs partially offset by higher marketing costs related to a new campaign in Canada.

Depreciation and Amortization expenses for the quarter ended June 30, 2003 were approximately $409,000 or 7.5% lower than the prior year quarter. For the first six months of 2003, Depreciation and Amortization expenses were approximately $680,000 or 6.3% lower than the prior year. The decrease was due to lower capital spending and certain technology assets becoming fully depreciated in the last twelve months.

The Company's tax provision of $8.5 million for the second quarter and $13.0 million for the first six months ended June 30, 2003 reflects increased pre-tax income over the prior year periods. The effective tax rate was 38% in both periods.

Critical Accounting Policies

We view critical accounting policies to be those policies that are very important to the portrayal of our financial condition and results of operations, and that require Management's most difficult, complex or subjective judgments. The circumstances that make these judgments difficult or complex relate to the need for Management to make estimates about the effect of matters that are inherently uncertain. We believe our critical accounting policies to be as follows:

Accrual for Termite Contracts - The Company maintains an accrual for termite contracts representing the estimated costs of reapplications, repair claims and associated labor, chemicals, and other costs relative to termite control services performed prior to the balance sheet date. The Company contracts an independent third party actuary on an annual basis to provide the Company a range of estimated liability based upon historical claims information. The actuarial study is a major consideration in determining the accrual balance, along with Management's knowledge of changes in business practices, contract changes, ongoing claims and termite remediation trends. The reserve is established based on all these factors. Management makes judgments utilizing these operational factors but recognizes that they are inherently subjective due to the difficulty in predicting settlements and awards. Other factors that may impact future cost include chemical life expectancy and governmental regulation. It is significant that the actual number of claims has decreased in recent years due to changes in the Company's business practices. However, it is not possible to accurately predict future significant claims. Positive changes to our business practices include revisions made to our contracts, more effective treatment methods that include a directed-liquid baiting program, more effective termiticides, and expanded training methods and techniques.

Accrued Insurance - The Company self-insures, up to specified limits, certain risks related to general liability, workers' compensation and vehicle liability. The estimated costs of existing and future claims under the self-insurance program are accrued based upon historical trends as incidents occur, whether reported or unreported (although actual settlement of the claims may not be made until future periods) and may be subsequently revised based on developments relating to such claims. The Company contracts an independent third party actuary on an annual basis to provide the Company a range of estimated liability based upon historical claims information. The actuarial study is a major consideration, along with Management's knowledge of changes in business practice and existing claims compared to current balances. The reserve is established based on all these factors. Management's judgment is inherently subjective and a number of factors are outside Management's knowledge and control. Additionally, historical information is not always an accurate indication of future events. It should be noted that the number of claims has been decreasing due to the Company's proactive risk management to develop and maintain ongoing programs. However, it is not possible to accurately predict future significant claims. Initiatives that have been implemented include pre-employment screening and an annual Motor Vehicle report required on all its drivers, utilization of a Global Positioning System that has been fully deployed to our Company vehicles, post-offer physicals for new employees, and pre-hire, random and post-accident drug testing. The Company has improved the time required to report a claim by utilizing a "Red Alert" program that provides serious

accident assessment twenty four hours a day and seven days a week and has instituted a modified duty program that enables employees to go back to work on a limited-duty basis.

Revenue Recognition - The Company's revenue recognition policies are designed to recognize revenues at the time services are performed. For certain revenue types, because of the timing of billing and the receipt of cash versus the timing of performing services, certain accounting estimates are utilized. Residential and commercial pest control services are primarily recurring in nature, while certain types of commercial customers may receive multiple treatments within a given month. In general, pest control customers sign an initial one year contract, and revenues are recognized at the time services are performed. For pest control customers, the Company offers a discount for those customers who prepay for a full year of services. The Company defers recognition of these advance payments and recognizes the revenue as the services are rendered. The Company classifies the discounts related to the advance payments as a reduction in revenues. Termite baiting revenues are recognized when the initial services are performed at the inception of a new contract, although a portion of every termite baiting sale is deferred. The amount deferred is an estimate of the value of monitoring services to be rendered after the initial service. The amount deferred is then recognized as income on a straight-line basis over the remaining contract term, which results in recognition of revenue in a pattern that approximates the timing of performing monitoring visits. Baiting renewals are deferred and recognized over the annual contract period on a straight-line basis that approximates the timing of performing the required monitoring visits. Traditional termite treatments are recognized as revenue at the time services are performed. Traditional termite contract renewals are recognized as revenues at the renewal date in order to match the revenue with the approximate timing of the corresponding service provided.

Liquidity and Capital Resources

The Company believes its current cash balances, future cash flows from operating activities and available borrowings under its $40.0 million credit facility will be sufficient to finance its current operations and obligations, and fund expansion of the business for the foreseeable future. The Company's operations generated cash of $32.9 million for the first six months ended June 30, 2003, compared with cash provided by operating activities of $47.6 million for the same period in 2002. The 2003 results were achieved primarily from higher income from operations. The decrease in net cash provided by operations was due to a decrease in year over year growth in unearned revenues. Unearned Revenue in 2002 was unusually high due to new computer system capabilities allowing to more effectively solicit customers. The decrease in Long-Term Accrued Liabilities in the first six months of 2003 was due to the timing difference in pension payments between 2003 and 2002.

The Company invested approximately $2.3 million in capital expenditures during the six months ended June 30, 2003, and expects to invest between $7.0 million and $9.0 million for the remainder of 2003. Capital expenditures for the first six months consisted primarily of the purchase of equipment replacements and upgrades and improvements to the Company's management information systems. During the first six months, the Company made acquisitions totaling $1.5 million compared to $1.4 million during 2002. The Company currently does not have plans to aggressively seek new acquisitions but will give consideration to any unusually attractive acquisition opportunities presented. A total of $4.5 million was paid in cash dividends ($0.10 per share) during the first six months of 2003. At the January 28, 2003 Board of Directors' Meeting, the Board approved a 50% increase in the dividend, from $0.033 to $0.05 per share on the split number of shares, as well as a three-for-two stock split to holders of record on February 10, 2003 payable March 10, 2003. The capital expenditures, acquisitions and cash dividends were funded entirely through existing cash balances and operating activities. The Company maintains a $40.0 million credit facility with a commercial bank, of which no borrowings were outstanding as of June 30, 2003 or July 15, 2003. However, the Company does maintain approximately $32.0 million in Letters of Credit.

Orkin, one of the Company's subsidiaries, is aggressively defending a class action lawsuit filed in Hillsborough County, Tampa, Florida. In early April 2002, the Circuit Court of Hillsborough County certified the class action status of Butland et al. v. Orkin Exterminating Company, Inc. et al. Orkin is also a defendant in Helen Cutler and Mary Lewin v. Orkin Exterminating Company, Inc. et al pending in the District Court of Houston County, Alabama. For further discussion, see Note 3 to the accompanying financial statements.

The Company made contributions of $20.0 million to the defined benefit retirement plan (the "Plan") during 2002 as a result of the Plan being underfunded. The Company made contributions of $5.0 million to the Plan in the second quarter of 2003 and believes that it may make additional contributions in the amount of approximately $5.0 million in the remainder of 2003. In the opinion of Management, additional Plan contributions will not have a material effect on the Company's financial position, results of operations or liquidity.

Impact of Recent Accounting Pronouncements

In November 2002, the Emerging Issues Task Force issued EITF 00-21, Revenue Arrangements with Multiple Deliverables, which is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. This EITF addresses how to account for arrangements that may involve the delivery or performance of multiple products, services, and/or rights to

use assets. The Company's termite baiting business involves multiple deliverables, consisting of an initial installation and subsequent monitoring inspections. Since the inception of its termite baiting program in 1999, the Company has consistently deferred a portion of the selling price to be recognized over the first year of the contracts based on a fair value assessment of the service provided. The Company will adopt EITF 00-21 in the third quarter of 2003. Management believes that the adoption of this statement will not have a material effect on the Company's financial position, results of operations or liquidity.

In December 2002, the FASB issued FASB Interpretation No. 46, Consolidation of Variable Interest Entities ("FIN 46"). The Interpretation requires that a variable interest entity be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements apply to older entities in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply in all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The Company believes the adoption of the Interpretation will not have a material impact on the financial position, results of operations or liquidity of the Company.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements regarding the expected impact of potential future pension plan contributions, the outcome of litigation arising in the ordinary course of business and the outcome of the Helen Cutler and Mary Lewin v. Orkin Exterminating Company, Inc. et al. ("Cutler") and the Butland et al. v. Orkin Exterminating Company, Inc. et al. ("Butland") litigation on the Company's financial condition, results of operations and liquidity; the adequacy of the Company's resources to fund operations and obligations; the impact of the corporate restructuring on liquidity and results of operations; and the Company's projected 2003 capital expenditures. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks, timing and uncertainties including, without limitation, the possibility of an adverse ruling against the Company in the Cutler, Butland or other litigation; general economic conditions; market risk; changes in industry practices or technologies; the degree of success of the Company's termite process reforms and pest control selling and treatment methods; the Company's ability to identify potential acquisitions; climate and weather trends particularly unseasonable cold and wet weather; competitive factors and pricing practices; that the cost reduction benefits of the corporate restructuring may not be as great as expected or eliminated positions may have to be reinstated in the future; potential increases in labor costs; and changes in various government laws and regulations, including environmental regulations and additional risks discussed in the Company's Form 10-K for 2002. All of the foregoing risks and uncertainties are beyond the ability of the Company to control, and in many cases the Company cannot predict the risks and uncertainties that could cause its actual results to differ materially from those indicated by the forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As of June 30, 2003, the Company maintained an investment portfolio subject to short-term interest rate risk exposure. The Company has been affected by the impact of lower interest rates on interest income from its short-term investments. The Company is also subject to interest rate risk exposure through borrowings on its $40.0 million credit facility. Due to the absence of such borrowings as of June 30, 2003 and as currently anticipated for the remainder of 2003, this risk is not expected to have a material effect upon the Company's results of operations or financial position going forward. The Company is also exposed to market risks arising from changes in foreign exchange rates. The Company believes that this foreign exchange rate risk will not have a material effect upon the Company's results of operations or financial position going forward.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our Management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in rules 13a-15(e) and 15d -15(e) under the Securities Exchange Act of 1934, as of June 30, 2003. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission ("SEC") reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to Rollins, Inc., including our consolidated subsidiaries, and was made known to them by others within those entities, particularly during the period when this report was being prepared.

In addition, there were no significant changes in our internal control over financial reporting that could significantly affect these controls during the quarter. We have not identified any significant deficiency or material weaknesses in our internal controls, and therefore there were no corrective actions taken.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 3 to Part I, Item 1 for discussion of certain litigation.

Item 4. Submission of Matters to a Vote of Security Holders.

The Company's Annual Meeting of Stockholders was held on April 22, 2003. At the meeting, stockholders voted on the following proposals:

1. To elect two Class II Directors for the three-year term expiring in 2006. Each nominee for Class II Director was elected by a vote of the stockholders as follows:

Election of Class II Directors:	For	Withheld
Gary W. Rollins	28,210,903	119,594
Henry B. Tippie	28,223,559	106,938

2. To approve the Performance-Based Incentive Cash Compensation Plan for Executive Officers. The proposal was approved by a vote of stockholders as follows:

For	28,116,573
Against	197,091
Abstain	16,833
	28,330,497

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

(3) (i) Restated Certificate of Incorporation of Rollins, Inc. is incorporated herein by reference to Exhibit (3) (i) as filed with its Form 10-K for the year ended December 31, 1997.

(ii) Amended and Restated By-laws of Rollins, Inc.

(iii) Amendment to the By-laws of Rollins, Inc. is incorporated herein by reference to Exhibit (3) (iii) as filed with its Form 10-Q for the quarterly period ended March 31, 2001.

(iv) Amendment to the By-laws of Rollins, Inc. is incorporated herein by reference to Exhibit (3)(iv) as filed with its Form 10-K for the year ended December 31, 2002.

(4) Form of Common Stock Certificate of Rollins, Inc. is incorporated herein by reference to Exhibit (4) as filed with its Form 10-K for the year ended December 31, 1998.

(99.1) Certification of Chief Executive Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(99.2) Certification of Chief Financial Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(99.3) Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

On April 3, 2003, the Company furnished a report on Form 8-K, which reported under Item

9 that the Company will present at Tulane University's Seventh Annual A.B. Freeman School of Business Burkenroad Reports Conference in New Orleans, LA.

On April 24, 2003, the Company furnished a report on Form 8-K, which reported under Item 9 that on April 22, 2003, the Company reported earnings for the first quarter ended March 31, 2003.

On April 24, 2003, the Company furnished a report on Form 8-K, which reported under Item 9 that on April 22, 2003, the Board of Directors has declared a regular quarterly dividend of $0.05 per share.

SIGNATURES

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

ROLLINS, INC.
(Registrant)

Date: July 23, 2003 By: /s/ Gary W. Rollins

Gary W. Rollins
Chief Executive Officer, President
and Chief Operating Officer
(Member of the Board of Directors)

Date: July 23, 2003 By: /s/ Harry J. Cynkus

Harry J. Cynkus
Chief Financial Officer and Treasurer
(Principal Financial and Accounting
Officer)

Exhibit 3ii

AMENDED AND RESTATED BY-LAWS
OF
ROLLINS, INC.

July 22, 2003

OFFICES

FIRST: The registered office of the corporation shall be located at 2170 Piedmont Road, N.E.. in the City of Atlanta, Georgia, and the registered agent in charge of said office shall be Corporation Service Company.

CORPORATE SEAL

SECOND: The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Incorporated Delaware."

MEETINGS OF STOCKHOLDERS

THIRD: The annual meeting of stockholders for the election of directors shall be held on the fourth Tuesday of April at such office of the corporation as may be designated by the Board of Directors and included in the notice of such meeting, in each year, or if that day be a legal holiday, on the next succeeding day not a legal holiday, at which meeting they shall elect by ballot, by plurality vote, a board of directors and may transact such other business as may come before the meeting.

Special meetings of the stockholders may be called at any time by the chairman and shall be called by the chairman or secretary on the request in writing or by vote of a majority of the directors or at the request in writing of stockholders of record owning a majority in amount of the capital stock outstanding and entitled to vote.

All such meetings of the stockholders shall be held at such place or places, within or without the State of Delaware, as may from time to time be fixed by the board of directors or as shall be specified and fixed by the respective notices or waivers of notice thereof.

Each stockholder entitled to vote shall, at every meeting of the stockholders, be entitled to one vote in person or by proxy, signed by him, for each share of voting stock held by him, but no proxy shall be voted on after the meeting of stockholders for which such proxy was solicited and which has been adjourned sine die. Such right to vote shall be subject to the right of the board of directors to close the transfer books or to fix a record date for voting stockholders as hereinafter provided and if the directors shall not have exercised such right, no share of stock shall be voted on at any election for directors which shall have been transferred on the books of the corporation within twenty days next preceding such election.

Notice of all meetings shall be mailed by the secretary to each stockholder of record entitled to vote, at his or her last known post office address, not less than ten days before any annual or special meeting.

The holders of a majority of the stock outstanding and entitled to vote shall constitute a quorum, but the holders of a smaller amount may adjourn from time to time without further notice until a quorum is secured.

DIRECTORS

FOURTH: The property and business of this Corporation shall be managed by a Board of up to nine Directors. The Directors shall be divided into three classes of approximately equal size except that the classes may be unequal as a result of the death, resignation, removal or other vacancy of a member of a class unless a class were to have no members remaining, in which case such class vacancy will be filled as soon as practicable. Subject to the foregoing sentence, there shall be no limitation on the number of Directors that may be designated to a particular class. At each Annual Meeting of Stockholders, the successors to the class of Directors whose term expires at that time shall be elected to hold office for the term of three years to succeed those whose term expires, so that the term of office of one class of Directors shall expire in each year. Each Director shall hold office for

the remainder of the term for which he is elected or appointed or until his successor shall be elected and qualified, or until his death of until he shall resign.

POWERS OF DIRECTORS

FIFTH: The board of directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the statute, the certificate of incorporation and the by-laws.

The board of directors shall have power:

To purchase or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the board of directors may deem proper.

To pay for such property, rights or privileges in whole or in part with money, stock, bonds, debentures or other securities of the corporation, or by the delivery of other property to the corporation.

To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same.

To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper. Any employee appointed by the board may be given such designation or title as the board shall determine; however, any such designation or title given any such employee shall not be deemed to constitute such employee a corporate officer under Article EIGHTH of these by-laws.

To confer on any officer of the corporation the power of selecting, discharging or suspending

such employees.

To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

MEETING OF DIRECTORS

SIXTH: After such annual election of directors, the newly elected directors may meet for the purpose of organization, the election of officers and the transaction of other business, at such place and time as shall be fixed by the stockholders at the annual meeting, and, if a majority of the directors be present at such place and time as shall be fixed by the stockholders at the annual meeting, and, if a majority of the directors be present at such place and time, no prior notice of such meeting shall be required to be given to the directors. The place and time of such meeting may also be fixed by written consent of the directors.

Regular meetings of the directors shall be held annually following the stockholders meeting on the fourth Tuesday of April and quarterly on the fourth Tuesdays of July, October and January of each year at the executive office of the corporation in Atlanta, Georgia, or elsewhere and at other times as may be fixed by resolution of the board.

Special meetings of the directors may be called by the chairman on two days' notice in writing or on one day's notice by telegraph to each director and shall be called by the chairman in like manner on the written request of two directors.

Special meetings of the directors may be held within or without the State of Delaware at such places as is indicated in the notice or waiver of notice thereof

A majority of the directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

COMPENSATION OF DIRECTORS

AND MEMBERS OF COMMITTEES

SEVENTH: Directors and members of standing committees shall receive such compensation for attendance at each regular or special meeting as the board shall from time to time prescribe.

OFFICERS OF THE CORPORATION

EIGHTH: The officers of the corporation shall be a chairman, a president, a secretary, a treasurer and such other officers as may from time to time be chosen by the board of directors. The chairman and the president shall be chosen from among the directors.

One person may hold more than one office.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the board of directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole board of directors.

DUTIES OF THE CHAIRMAN

NINTH: It shall be the duty of the chairman to preside at all meetings of stockholders and directors; to have general and active management of the business of the corporation; and to see that all orders and resolutions of the board of directors are carried into effect. The chairman shall be vested with all the powers and be required to perform all the duties of the president in his absence or disability.

DUTIES OF THE PRESIDENT

TENTH: The president shall be the chief executive officer of the corporation. It shall be the duty of the president to execute, unless otherwise delegated, all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation, and to affix the corporate seal thereto when authorized by the board.

He shall have the general supervision and direction of the other officers of the corporation and shall see that their duties are properly performed.

The president shall be vested with all the powers and be required to perform all the duties of the chairman in his absence or disability.

CHAIRMAN PRO TEM

ELEVENTH: In the absence or disability of the chairman and the president, the board may appoint from their own number a chairman.

SECRETARY

TWELFTH: The secretary shall attend all meetings of theboard of directors, and all other meetings as directed by the board of directors. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of stockholders and directors and shall perform such other duties as shall be assigned to him by the president or the chairman of the board of directors.

TREASURER

THIRTEENTH: The treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

He shall keep an account of stock registered and transferred in such manner and subject tosuch regulations as the board of directors may prescribe.

He shall give the corporation a bond, if required by the board of directors, in such sum and in form and with security satisfactory to the board of directors for the faithful performance of the duties of his office and the restoration to the corporation, in case of his death, resignation or removal from office, of all books, papers. vouchers, money and other property of whatever kind in his possession, belonging to the corporation. He shall perform such other duties as the board of directors may from time to time prescribe or require.

DUTIES OF OFFICERS MAY BE DELEGATED

FOURTEENTH: In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient by a majority of the board, the board of directors may delegate his powers or duties to any other officer or to any director for the time being.

CERTIFICATES OF STOCK

FIFTEENTH: Certificates of stock shall be signed by the chairman or the president and either the treasurer, assistant treasurer, secretary or assistant secretary. If a certificate of stock be lost or destroyed, another may be issued in its stead upon proof of such loss or destruction and the giving of a satisfactory bond of indemnity, in an amount sufficient to indemnify the corporation against any claim. A new certificate may be issued without requiring bond when, in the judgment of the directors, it is proper to do so. Certificates may be signed by facsimile signature if so ordered by the board of directors.

TRANSFER OF STOCK

SIXTEENTH: All transfers of stock of the corporation shall be made upon its books by the holder of the shares in person or by his lawfully constituted representative, upon surrender of certificates of stock for cancellation.

The corporation shall have authority to appoint transfer agents and registrars by resolution of the board of directors.

CLOSING OF TRANSFER BOOKS

SEVENTEENTH: The board of directors shall have power to close the stock transfer books of the corporation for a period not exceeding sixty days preceding the date of any meeting of stockholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect or for a period of not exceeding sixty days in connection with obtaining the consent of stockholders for any purpose; provided, however, that in lieu of closing the stock transfer books as aforesaid, the by-laws may fix or authorize the board of directors to fix in advance a date not exceeding sixty days preceding the date of any meeting of stockholders or the date for the payment of any dividend, or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining such consent, and in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of

rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

STOCKHOLDERS OF RECORD

EIGHTEENTH: The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

FISCAL YEAR

NINETEENTH: The fiscal year of the corporation shall begin on the first day of January in each year.

DIVIDENDS

TWENTIETH: Dividends upon the capital stock may be declared by the board of directors at any regular or special meeting and may be paid in cash or in property or in shares of the capital stock. Before paying any dividend or making any distribution of profits, the directors may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may alter or abolish any such reserve or reserves.

CHECKS FOR MONEY

TWENTY-FIRST: All checks, drafts or orders for the payment of money shall be signed

by the treasurer or by such other officer or officers as the board of directors may from time to time designate. No check shall be signed in blank. The board of directors also from time to time may authorize specified employees to sign checks on the corporation's accounts.

BOOKS AND RECORDS

TWENTY-SECOND: The books, accounts and records of the corporation except as otherwise required by the laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may from time to time be designated by the by-laws or by resolution of the directors.

NOTICES

TWENTY-THIRD: Notice required to be given under the provisions of these by-laws to any director, officer or stockholder shall not be construed to mean personal notice, but may be given in writing by depositing the same in a post office or letter-box, in a postpaid sealed wrapper, addressed to such stockholder, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any stockholder, officer or director may waive, in writing, any notice, required to be given under these by-laws whether before or after the time stated therein.

AMENDMENTS OF BY-LAWS

TWENTY-FOURTH: These by-laws may be amended, altered, repealed, or added to at any regular meeting of the stockholders or board of directors or at any special meeting called for that purpose, by affirmative vote of a majority of the stock issued and outstanding and entitled to vote or of a majority of the directors in office, as the case may be.

INDEMNIFICATION OF DIRECTORS.

OFFICERS AND EMPLOYEES

TWENTY-FIFTH: Indemnification. The Corporation shall indemnify, in the manner and to the fullest extent now or hereafter permitted by the General Corporation Law of the State of Delaware, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer or General Counsel of the Corporation, or is or was serving at the request of the Corporation as a director, officer or General Counsel of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided herein shall be made if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been determined to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation. Such determination may be made by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum). To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other employee for any such expenses to the full extent provided by the law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of stockholders or disinterested

directors or otherwise, both as to action in his official capacity and as to act in another capacity while holding such office. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him.

NON-DISCRIMATION STATEMENT

TWENTY-SIXTH: Consistent with the Corporation's equal employment opportunity policy, nominations for the elections of directors shall be made by the Board of Directors and voted upon by the stockholders in a manner consistent with these By-Laws and without regard to the nominee's race, color, ethnicity, religion, sex, age, national origin, veteran status, or disability.

Exhibit 99.1

Certifications

I, Gary W. Rollins, President and Chief Executive Officer of Rollins, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervisions, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 23, 2003

By: /s/ Gary W. Rollins

Gary W. Rollins
Chief Executive Officer, President
and Chief Operating Officer
(Member of the Board of Directors)

Exhibit 99.2

I, Harry J. Cynkus, Chief Financial Officer of Rollins, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervisions, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 23, 2003 By: /s/ Harry J. Cynkus

Harry J. Cynkus
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 99.3

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

To the best of their knowledge the undersigned hereby certify that the Quarterly Report on Form 10-Q of Rollins, Inc. for the quarterly period ended June 30, 2003, fully complies with the requirements of Section 13(a) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of Rollins, Inc.

Date: July 23, 2003

/s/ Gary W. Rollins

Gary W. Rollins
Chief Executive Officer, President
and Chief Operating Officer

Date: July 23, 2003

/s/ Harry J. Cynkus

Harry J. Cynkus
Chief Financial Officer and Treasurer