

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 2, 2006

**ROLLINS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-4422**  
(Commission File Number)

**51-0068479**  
(I.R.S. Employer Identification No.)

**2170 Piedmont Road, N.E., Atlanta, Georgia 30324**  
(Address of principal executive offices) (Zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**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 -----
(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

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ROLLINS, INC.**

ROLLINS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the Corporation is Rollins, Inc. (the "Corporation").

SECOND: That at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted declaring the advisability of an amendment to the Corporation's Certificate of Incorporation to increase the number of authorized shares of capital stock to one hundred seventy million five hundred thousand shares (170,500,000) (the "Amendment") and directing that such Amendment be submitted to the stockholders of the Corporation, accompanied by the recommendation of the Board of Directors that it be approved.

THIRD: That thereafter, pursuant to the resolution of its Board of Directors, a regular meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

FOURTH: The Restated Certificate of Incorporation of the Corporation, as amended to date, is hereby further amended by deleting the first paragraph of the existing Article Fourth in its entirety and substituting in lieu thereof a new first paragraph of Article Fourth which shall be and read as follows:

"FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is one hundred seventy million five hundred thousand (170,500,000) shares, consisting of one hundred seventy million (170,000,000) shares of Common Stock, par value one dollar (\$1.00) per share (the "Common Stock"), and five hundred thousand (500,000) shares of Preferred Stock, no par value per share (the "Preferred Stock")."

FIFTH: The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed on the 25th day of April, 2006.

ROLLINS, INC.

By: /s/Michael W. Knottek  
Name: Michael W. Knottek  
Title: Secretary