

AY 000001840

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

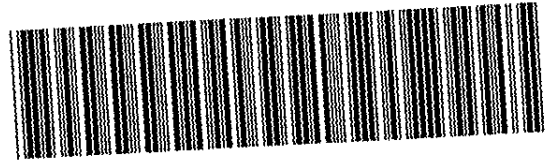
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100042977671

~~EFFECTIVE~~
12/31/87

FILED

04 DEC 22 AM 8:48

SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

04 DEC 22 PM 4:19

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 101481 4144C

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 297.50

ORDER DATE : December 22, 2004

ORDER TIME : 2:57 PM

ORDER NO. : 101481-045

CUSTOMER NO: 4144C

CUSTOMER: Ms. Suzanne Cleven
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

EFFECTIVE DATE
12/31/04
FILED
04 DEC 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GILLELAND CONCRETE PRODUCTS,
INC.

INTO

HUGHES WATER & SEWER, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gilleland Concrete Products, Inc. One Hughes Way Orlando, FL 32805	Georgia	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>58-232407</u>
2. Hughes Water & Sewer Company One Hughes Way Orlando, FL 32805	West Virginia	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>55-0748934</u>
3. Panhandle Pipe & Supply Co., Inc. One Hughes Way Orlando, FL 32805	West Virginia	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>55-0579628</u>
4. Reaction Supply Corporation One Hughes Way Orlando, FL 32805	California	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>94-3008609</u>
5. Shrader Holding Company, Inc. One Hughes Way Orlando, FL 32805	Arkansas	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>59-3459427</u>
6. Standard Wholesale Supply Company One Hughes Way Orlando, FL 32805	Nevada	Corporation
Florida Document/Registration Number: <u>None</u>		FEI Number: <u>88-0045730</u>
7. Waterworks Sales Company One Hughes Way Orlando, FL 32805	Colorado	Corporation

EFFECTIVE DATE
12/31/04
04 DEC 22 AM 8:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Document/Registration Number: None

FEI Number: 85-0208877

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hughes Water & Sewer, Ltd. One Hughes Way Orlando, FL 32805	Florida	Limited Partnership

Florida Document/Registration Number: A04000001840

FEI Number: 03-0550887

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Gilleland Concrete Products, Inc.</u>		<u>John Z. Paré, Secretary</u>
<u>Hughes Water & Sewer Company</u>		<u>John Z. Paré, Secretary</u>
<u>Panhandle Pipe & Supply Co., Inc.</u>		<u>John Z. Paré, Secretary</u>
<u>Reaction Supply Corporation</u>		<u>John Z. Paré, Secretary</u>
<u>Shrader Holding Company, Inc.</u>		<u>John Z. Paré, Secretary</u>
<u>Standard Wholesale Supply Company</u>		<u>John Z. Paré, Secretary</u>
<u>Waterworks Sales Company</u>		<u>John Z. Paré, Secretary</u>
<u>Hughes Water & Sewer, Ltd.</u>	<u>Hughes GP & Management, Inc., General Partner</u> 	<u>John Z. Paré, Secretary</u>

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

FILING FEES

For each Limited Partnership	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

2461765_v1

PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's formation or incorporation, as the case may be:

FIRST: The exact name, address and jurisdiction of each merging party (referred to hereinafter individually as a "Merging Party" and collectively as the "Merging Parties") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Gilleland Concrete Products, Inc. One Hughes Way Orlando, FL 32805	Georgia	Corporation
Hughes Water & Sewer Company One Hughes Way Orlando, FL 32805	West Virginia	Corporation
Panhandle Pipe & Supply Co., Inc. One Hughes Way Orlando, FL 32805	West Virginia	Corporation
Reaction Supply Corporation One Hughes Way Orlando, FL 32805	California	Corporation
Shrader Holding Company, Inc. One Hughes Way Orlando, FL 32805	Arkansas	Corporation
Standard Wholesale Supply Company One Hughes Way Orlando, FL 32805	Nevada	Corporation
Waterworks Sales Company One Hughes Way Orlando, FL 32805	Colorado	Corporation

SECOND: The exact name and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Hughes Water & Sewer, Ltd.	Florida	Limited Partnership

THIRD: The terms and conditions of the merger are as follows:

The Merging Parties shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited partnership under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Parties, and the separate existence of each Merging Entity shall cease at the effective date of the merger. The Certificate of Limited Partnership of the Surviving Party at the effective date of the merger shall be the Certificate of Limited Partnership of the Surviving Party. The Agreement of Limited Partnership of the Surviving Party at the effective date of the merger shall continue to be the Agreement of Limited Partnership of the Surviving Party, as the surviving limited partnership, and will continue in full force and effect unless mutually amended by all of its partners.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

The ultimate owner(s) of each Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each share of capital stock of each Merging Party shall be cancelled automatically. Each general partnership interest and each limited partnership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding partnership interests of the Surviving Party until such time as the Agreement of Limited Partnership of the Surviving Party is amended, as contemplated above, to reflect the addition of additional partners.

FIFTH: The name and address of the general partner (hereinafter referred to as the "General Partner") of the Surviving Party is as follows:

Hughes GP & Management, Inc.
One Hughes Way
Orlando, FL 32805

The General Partner is a Delaware corporation and its Florida Document/Registration Number is F04000001125.

SIXTH: The effective date of this merger shall be on December 31, 2004.