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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

EFFECTIVE DATE
12/31/04

REFERENCE : 112715 4144C

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : December 29, 2004

ORDER TIME : 2:41 PM

ORDER NO. : 112715-035

CUSTOMER NO: 4144C

CUSTOMER: Glenn Adams
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

ARTICLES OF MERGER

HUGHES MRO, LP

INTO

HUGHES MRO MERGER, LTD.

Effective DATE: 12/31/04

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

EFFECTIVE DATE
12/31/04

FILED
04 DEC 29 AM 9:25
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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. Hughes MRO, LP One Hughes Way Orlando, FL 32805	Delaware	Limited Partnership

Florida Document/Registration Number: B04000000087 FEI Number: 52-2418852

(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 MRO Merger, Ltd. One Hughes Way Orlando, FL 32805	Florida	Limited Partnership

Florida Document/Registration Number: A04000001981 FEI Number: 52-2418852

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

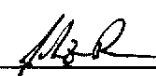
December 31, 2004

(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>Hughes MRO, LP</u>		<u>By: Hughes GP & Management, Inc.,</u> <u>its general partner</u> <u>By: John Z. Paré, Secretary</u>
<u>Hughes MRO Merger, Ltd.</u>		<u>By: Hughes GP & Management, Inc.,</u> <u>its general partner</u> <u>By: John Z. Paré, Secretary</u>

(Attach additional sheet(s) if necessary)

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:

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Hughes MRO, LP One Hughes Way Orlando, FL 32805	Delaware	Limited Partnership

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 MRO Merger, Ltd.	Florida	Limited Partnership

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

The Merging Party 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 Party, and the separate existence of the Merging Entity shall cease at the effective date of the merger.

FOURTH: 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 except that Article 1 thereof, relating to the name of the limited partnership, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"1. Name. The name of the limited partnership is as follows:

Hughes MRO, Ltd."

FIFTH: 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.

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

The ultimate owner(s) of the 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 partnership interest of the 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.

SEVENTH: 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.

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

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