

Prentice Hall Legal & Financial Services

201 HAY STREET, SUITE 105
ALABAMA, 35201

500001590

APR 12 1995
DIVISION OF CORPORATIONS
CHARTER NUMBER

CORPORATION(S) NAME

ETSC Inc

500001445278
-04/03/95-11133-003
***122.50 ***122.50

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 AM 11:53

66413

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

- Walk in () Call if Problem () Will Wait Pick up 4/3 1:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mig BY: Ann
 BRANCH RECEIVING: 7411 BY: Tina
 REF/JOB # 582-95-02377
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: 4/13/95 MAIL FAX _____ FED EXP.
 FILED: 111
 SENT TO: BRANCH _____ CLIENT
 SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
DIVISION OF STATE CORPORATIONS
95 APR 3 11:11 AM '95

1. ETSC, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. March 29, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 3, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 20 N. Orange Avenue, Suite 200
Orlando, Florida 32801
(Current mailing address)
8. Any activity or business permitted under the laws of the United States and of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street; Suite 105
Tallahassee, Florida, 32301
(Zip Code)
10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
The Prentice-Hall Corporation System, Inc.
By: Marcia A. Hunter
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David H. Hughes

Address: 20 N. Orange Avenue, Suite 200

Orlando, Florida 32801

J. Stephen Zepf
20 N. Orange Ave.
Suite 200
Orlando, FL 32801

Director: A. Stewart Hall, Jr.

Address: 20 N. Orange Avenue, Suite 200

Orlando, Florida 32801

B. OFFICERS

President: Lee McKinstry

Address: 863 White Circle Court

Marietta, Georgia 30060

Vice President: A. Stewart Hall, Jr.

Address: 20 N. Orange Avenue, Suite 200

Orlando, Florida 32801

Secretary: Robert N. Blackford, Esq.

Address: Two S. Orange Avenue

Orlando, Florida 32801

Asst. Secretary
Ms. Jay Clark
20 N. Orange Ave.
Orlando, FL 32801

Treasurer: J. Stephen Zepf

Address: 20 N. Orange Avenue, Suite 200

Orlando, Florida 32801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert N. Blackford
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert N. Blackford, Vice President
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950890458
CONTROL NUMBER : 9509904
DATE INC/AUTH/FILED: 03/29/1995
JURISDICTION : GEORGIA
PRINT DATE : 03/30/1995
FORM NUMBER : 0211

PRENTICE HALL CORPORATE SERVICES
BETTY BLANCHARD
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia hereby certify under the seal of my office that

ETSC, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 11:53

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
FAX

800-142-8086

F95000001590

LSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

FILED
95 APR 11 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 577713 869010
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ 87.50

ORDER DATE : April 11, 1995

ORDER TIME : 10:21 AM

ORDER NO. : 577713

CUSTOMER NO: 869010

*Name
Change
Amend*

100001452941

CUSTOMER: Ms. Ann Jones
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

RECEIVED
95 APR 11 PM 10:47
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: ETSC, INC.

PROFIT
 NON-PROFIT

4/12/95	CORPORATE
	LIMITED PARTNERSHIP

ADH

AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Kroba

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(s. 807.1804, F.S.)


95 APR 11 PM 1:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. ETSC, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: April 3, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
April 3, 1995
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
Elec-Tel Supply Company
6. If the amendment changes the period of duration, indicate new period of duration.
No change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change

 4/10/95
Signature Date

Robert N. Blackford Vice President
Typed or printed name Title

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950950829
CONTROL NUMBER : 9509904
DATE INC/AUTH/FILED: 03/29/1995
JURISDICTION : GEORGIA
PRINT DATE : 04/05/1995
FORM NUMBER : 0215

PRENTICE HALL CORPORATE SERVICES
BETTY BLANCHARD
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFIED COPY

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

ELEC-TEL SUPPLY COMPANY A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950930849
CONTROL NUMBER: 9509904
EFFECTIVE DATE: 04/03/1995
REFERENCE : 0091
PRINT DATE : 04/03/1995
FORM NUMBER : 412

PRENTICE HALL LEGAL & FINANCIAL SERVICES
BETTY BLANCHARD
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF MERGER AND NAME CHANGE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
ETSC, INC., A GEORGIA CORPORATION

Changing its name to:
ELEC-TEL SUPPLY COMPANY

Nonsurviving Entity/Entities:
ELEC-TEL SUPPLY COMPANY, A GEORGIA CORPORATION



Max Cleland
MAX CLELAND
SECRETARY OF STATE

9509904
950930849

ARTICLES OF MERGER
OF
HUGHES SUPPLY, INC.
AND
ETSC, INC.
AND
ELEC-TEL SUPPLY COMPANY

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the corporations herein named do hereby adopt the following Articles of Merger.

1. The attached Plan and Agreement of Merger for merging Elec-Tel Supply Company, a Georgia corporation, with and into ETSC, Inc., a Georgia corporation, has been adopted by the respective Boards of Directors of Elec-Tel Supply Company and ETSC, Inc.
2. The merger has been duly approved by the shareholders of Elec-Tel Supply Company and ETSC, Inc.
3. ETSC, Inc. shall continue in existence as the surviving corporation, but in accordance with Article IV, Section 4.1 of the Plan and Agreement of Merger, the First Article of the Articles of Incorporation of ETSC, Inc. shall be amended to change the name of ETSC, Inc. from ETSC, Inc. to:

ELEC-TEL SUPPLY COMPANY

4. This Article constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.
5. Hughes Supply, Inc., a Florida corporation, is supplying the consideration for this merger, and therefore has been made a party hereto.
6. The merger herein provided for shall take effect on the date and at the time that these Articles of Merger have been filed by the Secretary of State of the State of Georgia.

Executed as of the 3rd day of April, 1995.

ELEC-TEL SUPPLY COMPANY

By: *James Henry*
~~etc. President~~

HUGHES SUPPLY, INC.

By: *Robert N. Blackford*
Robert N. Blackford, Secretary

ETSC, INC.

By: *Robert N. Blackford*
Robert N. Blackford, Secretary

(F:\CORP\032\HUGHES\ESC\ARTMR)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated as of April 3, 1995 (this "Plan of Merger") between ELEC-TEL SUPPLY COMPANY, a Georgia corporation ("ETSC"), HUGHES SUPPLY, INC., a Florida corporation (the "Parent"), and ETSC, INC., a Georgia corporation and a wholly-owned subsidiary of the Parent ("ETSCI"), (ETSC and ETSCI being collectively referred to in this Plan of Merger as the "Constituent Corporations").

R E C I T A L S

A. The Parent, ETSC, and certain of the shareholders of ETSC entered into an Acquisition Agreement dated April 3, 1995 (the "Acquisition Agreement") providing for the merger of ETSC into ETSCI as set forth in this Plan of Merger.

B. The Board of Directors of the Parent has authorized the Parent's execution and delivery of, and its performance under, this Plan of Merger and the respective Boards of Directors of the Constituent Corporations have authorized the execution and delivery of this Plan of Merger, recommended the approval of this Plan of Merger by the shareholders of their respective Constituent Corporations, and authorized the performance of this Plan of Merger by such Constituent Corporations, subject to such shareholder approval pursuant to the Georgia Business Corporation Code (the "GBCC").

NOW, THEREFORE, Parent and the Constituent Corporations agree as follows:

ARTICLE I

The Constituent Corporations

1.1 ETSC. ETSC was incorporated under the laws of the State of Georgia on April 18, 1960. The authorized capital stock of ETSC consists of 1,000,000 shares of Common Stock, par value \$10 per share, of which 85,814 shares are issued and outstanding ("ETSC Common Stock").

1.2 ETSCI. ETSCI was incorporated under the laws of the State of Georgia on March 29, 1995. The authorized capital stock of ETSCI consists of 1,000 shares of Common Stock, par value \$1 per share, of which 100 shares are issued and outstanding ("ETSCI Common Stock").

ARTICLE II

Shareholder Approval

This Plan of Merger must be approved by a majority of the issued and outstanding shares of Common Stock of each of the Constituent Corporations.

ARTICLE III

The Merger

3.1 Merger: Effective Time: Surviving Corporation.

(a) Merger: Effective Time. The merger of ETSC with and into ETSCI (the "Merger") shall become effective at the time (the "Effective Time of the Merger") when appropriate Articles of Merger to effect the Merger have been filed with the Secretary of State of the State of Georgia pursuant to Section 14-2-1101 of the GBCC.

(b) Surviving Corporation. At the Effective Time of the Merger, ETSC shall be merged with, and into, ETSCI, and the separate corporate existence of ETSC shall then cease. ETSCI (the "Surviving Corporation") shall be the surviving corporation in the Merger and the separate corporate existence of ETSCI, with all its purposes, objects, rights, privileges, powers, immunities, and franchises, shall continue unaffected and unimpaired by the Merger.

3.2 Succession: Transfer Documents.

(a) Succession to Rights and Obligations ETSC. As a result of the Merger, the Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of ETSC and all of the properties and assets of ETSC and all of the debts, choses in action and other interests due or belonging to ETSC, and shall be subject to, and responsible for, all of the debts, liabilities, and obligations of ETSC with the effect set forth in the GBCC.

(b) Transfer Documents. If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances, or other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its rights, title, or interest in, to, or under, any of the rights, properties, or assets of ETSC acquired, or to be acquired, by the Surviving Corporation as a result of, or in connection with, the Merger, or to otherwise carry out this Plan of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all deeds, bills of sale, assignments, and assurances, and to take and

do, in the name and on behalf of the Constituent Corporations, or otherwise, all other actions and things necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in, to, and under those rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger.

ARTICLE IV

Articles of Incorporation, By-Laws, Directors, and Officers of the Surviving Corporation

4.1 Articles of Incorporation. The Articles of Incorporation of ETSCI, amended as of the Effective Time of the Merger from the form of such Articles of Incorporation in effect immediately prior to the Effective Time of the Merger to change the name of the Surviving Corporation to "Elec-Tel Supply Company," shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until further amended as provided by law and those Articles of Incorporation.

4.2 By-Laws. The By-Laws of ETSCI in effect immediately prior to the Effective Time of the Merger shall be the By-Laws of the Surviving Corporation unless and until amended or repealed as provided by law, the Articles of Incorporation, and the By-Laws of the Surviving Corporation.

4.3 Directors and Officers. The directors of ETSCI immediately prior to the Effective Time of the Merger shall be the directors of Surviving Corporation after the Merger. The officers of ETSCI immediately prior to the Effective Time of the Merger shall be the officers of Surviving Corporation after the Merger. In each case, each director and officer shall continue in the position until a successor has been elected and shall qualify, or until otherwise provided by law, the Articles of Incorporation, and By-Laws of the Surviving Corporation.

ARTICLE V

Effect of the Merger on the Capital Stock of the Constituent Corporations; Exchange of Certificates for Merger Consideration

5.1 Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger, and without any action on the part of the holder of any shares of ETSC Common Stock:

(a) Capital Stock of ETSC Canceled. At the Effective Time of the Merger each certificate representing shares of ETSC Common Stock shall be deemed canceled and extinguished and each issued and outstanding share of ETSC Common Stock shall be canceled, extinguished and converted into a right to receive the

Merger Consideration (as defined in Section 1.3 of the Acquisition Agreement) or, in the case of Dissenting Shares (as defined in Section 5.1(c) of this Plan of Merger), canceled, extinguished and converted into such rights as are granted to holders of Dissenting Shares under the GBCC.

(b) Capital Stock of ETSCI Remains Outstanding as Capital Stock of the Surviving Corporation. Each issued and outstanding share of the ETSCI Common Stock shall continue to be issued and outstanding as an issued and outstanding as a share of common stock of the Surviving Corporation. Each stock certificate of ETSCI evidencing ownership of any ETSCI shares shall continue to evidence ownership of the outstanding shares of capital stock of the Surviving Corporation.

(c) Dissenting Shares. Any shareholder of ETSC who is entitled to dissent from the Merger under Section 14-2-1302 of the GBCC and who exercises that right when and in the manner required by Sections 14-2-1320 through 14-2-1327 of the GBCC shall be deemed a holder of dissenting shares ("Dissenting Shares"). At the Effective Time of the Merger, Dissenting Shares shall be canceled and extinguished and the holder thereof shall be entitled only to such rights as are granted by the GBCC. Each holder of Dissenting Shares who becomes entitled to payment for his Dissenting Shares shall receive payment therefor from the Parent in accordance with the applicable provisions of the GBCC.

5.2 Deposit of Merger Consideration; Exchange of Certificates for Merger Consideration.

(a) Deposit of Merger Consideration. At the Effective Time of the Merger, in accordance with the terms Section 1.7 of the Acquisition Agreement, the Parent shall deposit the Merger Consideration constituting the Initial Merger Consideration with Johnson & Montgomery as disbursing agent (the "Disbursing Agent") under the Disbursement Agreement between the Disbursing Agent and the Parent dated April 3, 1995 (the "Disbursement Agreement") and shall deposit with the Escrow Agent under the Escrow Agreement, as required by paragraph (c) of Section 1.7 of the Acquisition Agreement, the then determined Contingent Merger Consideration. Thereafter, if additional Merger Consideration constituting Contingent Merger Consideration is required under the terms of the Acquisition Agreement to adjust the Base Price to the Final Adjusted Price, the Parent shall deposit such additional Contingent Merger Consideration with the Escrow Agent under the Escrow Agreement.

(b) Notice of Merger; Exchange of Share Certificates for Merger Consideration. Promptly after the Effective Time of the Merger, the Surviving Corporation shall cause a notice of the Merger to be mailed to each shareholder of record of ETSC immediately prior to the Effective Time of the Merger. With

respect to such shareholders, other than holders of Dissenting Shares, whose shares have been cancelled and converted into rights to receive the Merger Consideration ("Participating Holders") or Participating Holders who have already delivered their share certificates to the Disbursing Agent with acceptable transmittal documents, such notice of the Merger shall be accompanied by a transmittal letter setting forth the requirements for delivery to the Disbursing Agent of such shareholder's certificates, stock powers executed in blank ("Stock Powers") with respect to any Hughes Stock (as defined in Section 1.12 of the Acquisition Agreement) issued to such Participating Holders and deposited in escrow pursuant to paragraph (a)(i)(2) of Section 1.7 of the Acquisition Agreement, transmittal letter and other documents, if any, required to effectuate the delivery such share certificates to the Disbursing Agent. Each Participating Holder who so deposits his share certificates representing ETSC shares other than Dissenting Shares ("Participating Shares") and any required Stock Powers or other documents shall be entitled upon receipt thereof by the Disbursing Agent to receive therefor his Ratable Interest in the Merger Consideration as set forth in Section 1.3 of the Acquisition Agreement payable in the manner set forth in Section 1.7 of the Acquisition Agreement.

5.3 No Further Ownership Rights in ETSC Common Stock. The Merger Consideration to be paid in accordance with the terms of this Article V with respect to Participating Shares and the payment of the amount required with respect to Dissenting Shares under the GBCC shall be deemed delivered in full satisfaction of all rights pertaining to the shares of ETSC Common Stock held immediately prior to the Effective Time of the Merger.

ARTICLE VI

Shareholders' Representative

6.1 Committee as Shareholders' Representative; Committee Members; Actions as a Committee; Successor Members. A three member committee, initially consisting of members Lee McKinstry, Ellis Scarbrough and Brian Wright, shall serve as the ETSC shareholders' representative (the "Shareholders' Representative") for purposes of this Plan of Merger and the Acquisition Agreement, Disbursement Agreement and Escrow Agreement referred to herein. Action or agreement by any two members of such committee as an official action or agreement of the committee shall be required to constitute an action or agreement by the Shareholders' Representative and shall be evidenced by the written consent of such committee members.

Each of the members of such committee and each successor member of such committee shall serve as a member of such committee until he shall die or become incapacitated or he shall resign or be removed from office and his successor is appointed. Should a

committee member or successor member die, become incapacitated, resign, or be removed from office by a written petition signed by Participating Holders representing a majority of the Participating Shares, a successor shall be designated by the Participating Holders pursuant to any petition signed by Participating Holders representing a majority of the Participating Shares. Should any committee member or successor member cease to serve as a committee member and no successor be appointed within thirty (30) days thereafter as hereinbefore provided, or should the Parent be dissatisfied that a successor was duly and validly appointed, then the Parent may move before any court of competent jurisdiction for appointment of a successor member and the successor member so appointed shall have all of the power and authority of a member of the committee. The Parent may serve notice upon the Participating Holders of any proceeding to appoint a successor committee member by mailing them copies of the pleadings filed by the Parent in any such action by certified mail, return receipt requested, at the address listed on the books and records of the Parent and failure to personally serve any or all of such Participating Holders with such pleadings or with process shall not result in any invalidity of such proceedings.

6.2 Authority to Deal with Parent, Disbursing Agent and Escrow Agent. The Shareholders' Representative shall have the sole and exclusive authority to act for and on behalf of the Participating Holders in connection with all dealings with the Parent and the Disbursing Agent under the Disbursement Agreement and the Escrow Agent under the Escrow Agreement (the Disbursement Agreement and the Escrow Agreement, hereinafter referred to as the "Escrows") relating to the Escrows and neither a Participating Holder nor any group of Participating Holders shall have the right or authority to act in the place and stead, or on behalf of, the Shareholders' Representative with respect to any matter relating to the Merger, the Escrows or any claim made against the Merger Consideration deposited under the Escrows.

6.3 Authority Applicable to Plan of Merger, Escrows and Acquisition Agreement; Amendments, Claims, Etc. The Shareholders' Representative shall be authorized to execute, deliver and accept on behalf of the Participating Holders any amendments to the Plan of Merger which are permitted to be made without shareholder approval, as well as any amendments to the Escrows, and to execute and deliver, and to accept delivery of such documents as may be deemed by the Shareholders' Representative, in the sole discretion of the Shareholders' Representative, as necessary and appropriate to effectuate and carry out the Merger and the related Escrows. The Shareholders' Representative shall be authorized (1) to dispute or to refrain from disputing any claim made by the Parent against any of the Merger Consideration on deposit under the Escrows, (2) to negotiate and compromise any dispute which may arise under, and to exercise or refrain from exercising remedies available under the Acquisition Agreement, the Plan of Merger or the Escrows, and to

sign any releases or other documents with respect to such dispute or remedy, (3) to waive any condition contained in the Acquisition Agreement, the Escrows, and to the extent permitted herein, the Plan of Merger, (4) to give such instructions and to do such other things and refrain from doing such other things as the Shareholders' Representative shall deem necessary to carry out the provisions of the Acquisition Agreement, the Plan of Merger, or the Escrows, and (5) on behalf of the Shareholders' Representative, any member of the committee constituting the Shareholders' Representative shall have the authority to receive service of process on the Shareholders' Representative with respect to any suit or arbitration arising under the Acquisition Agreement, the Plan of Merger, or the Escrows.

6.4 Parent's Right to Rely on Authority of Shareholders' Representative. The Parent shall have the right to rely unconditionally on the authority and power of the Shareholders' Representative with respect to the matters set forth in or relating to the Acquisition Agreement, the Plan of Merger, or the Escrows.

ARTICLE VII

Termination and Amendment

7.1 Mutual Consent. Notwithstanding the approval of this Plan of Merger by the shareholders of ETSC and ETSCI, this Plan of Merger may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Directors of ETSC and ETSCI.

7.2 Termination of Acquisition Agreement. Notwithstanding the approval of this Plan of Merger by the shareholders of ETSC and ETSCI, this Plan of Merger shall terminate forthwith in the event that the Acquisition Agreement is terminated as provided therein.

7.3 Effect of Termination. In the event of the termination of this Plan of Merger as provided above, this Plan of Merger shall then become void and there shall be no liability on the part of ETSC, the Parent, or ETSCI, or their respective officers or directors.

7.4 Amendment. This Plan of Merger may be amended by the parties at any time before or after its approval by the shareholders of either ETSC or ETSCI, but, after shareholder approval, no amendment shall be made which by law requires the further approval of shareholders without obtaining such shareholder approval. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties.

7.5 Governing Law. This Plan of Merger shall be governed in all respects, including validity, interpretation, and effect, by the laws of the State of Georgia.

7.6 Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, but which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Plan of Merger as of the date first above written.

"ETSC"

ELEC-TEL SUPPLY COMPANY

By: *James Kinsey*
Its: *President*

"Parent"

HUGHES SUPPLY, INC.

By: *Robert N. Blackford*
Robert N. Blackford, Secretary

"ETSCI"

ETSC, INC.

By: *Robert N. Blackford*
Robert N. Blackford, Secretary

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SECRETARY OF STATE
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