

P9800008009/



ACCOUNT NO. : 072100000032
REFERENCE : 067554 7107686
AUTHORIZATION : *Patricia Pijets*
COST LIMIT : \$ 78.75

FILED
98 DEC 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 16, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 067554-005

700002714087--3

CUSTOMER NO: 7107686

CUSTOMER: Ms. Susan Kyle
Hughes Supply, Inc.
Suite 200
20 N. Orange Avenue
Orlando, FL 32801

merged

ARTICLES OF MERGER

FLORIDA ELECTRIC SUPPLY, INC.

INTO

FES MERGER CORP., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

ADR
12/18/98

RECEIVED
98 DEC 17 AM 9:46
DIVISION OF CORPORATION

**02850, 00561, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA ELECTRIC SUPPLY, INC., a Florida corporation J49318

INTO

FES MERGER CORP., INC., a Florida corporation, P98000080091

File date: December 17, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
DEC 21 AM 10:41
DIVISION OF CORPORATION

December 17, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FES MERGER CORP., INC.
Ref. Number: P98000080091

RESUBMIT

Please give original
submission date as file date.

We have received your document for FES MERGER CORP., INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 898A00059450

ARTICLES OF MERGER
OF
FLORIDA ELECTRIC SUPPLY, INC.
AND
FES MERGER CORP., INC.

98 DEC 17 PM 12:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

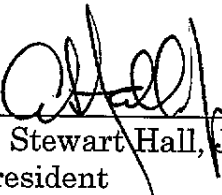
1. The attached Plan and Agreement of Merger for merging Florida Electric Supply, Inc. a Florida corporation ("Company"), with and into FES Merger Corp., Inc., a Florida corporation ("Merger Corp."), has been adopted by the respective Boards of Directors of Company and Merger Corp. , adopted on December 15, 1998.
2. The merger has been duly approved by the shareholders of Company and Merger Corp.
3. Merger Corp. shall continue in existence as the surviving corporation.
4. Hughes Supply, Inc., a Florida corporation ("Hughes"), is the sole shareholder of both the Company and Merger Corp., and therefore has been made a party hereto.
5. The merger herein provided for shall take effect on the date that these articles of merger have been filed by the Secretary of State of the State of Florida.

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Executed as of the 15 day of December, 1998.

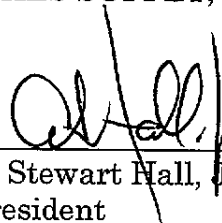
"MERGER CORP."

FES MERGER CORP., INC.

By: 
A. Stewart Hall, Jr.
President

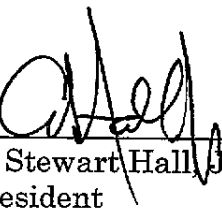
"HUGHES"

HUGHES SUPPLY, INC.

By: 
A. Stewart Hall, Jr.
President

"COMPANY"

FLORIDA ELECTRIC SUPPLY, INC.

By: 
A. Stewart Hall, Jr.
President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan of Merger"), dated as of December 15, 1998, between FLORIDA ELECTRIC SUPPLY, INC., a Florida corporation (the "Company"), HUGHES SUPPLY, INC., a Florida corporation ("Parent"), and FES MERGER CORP., INC., a Florida corporation and a wholly-owned subsidiary of Parent ("Merger Corp.") (Company and Merger Corp. being collectively referred to in this Merger Agreement as the "Constituent Corporations").

RECITALS

A. Parent is the sole owner of all of the outstanding equity securities of both of the Constituent Corporations.

B. The Boards of Directors of the Constituent Corporations 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 Florida Business Corporation Act appearing at Chapter 607, Florida Statutes (the "Act").

C. In its capacity as the sole shareholder of each of the Constituent Corporations, the Board of Directors of the Parent has authorized this Plan and Agreement of Merger and thereby approved the merger of the Constituent Corporations in the manner set forth herein.

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

ARTICLE I

THE CONSTITUENT CORPORATIONS

1.1 Company. The Company was incorporated under the laws of the State of Florida on December 30, 1986. The authorized Common Stock of the Company consists of 100 shares of \$10 par value common capital stock (hereinafter referred to as the "Company Common Stock").

1.2 Merger Corp. Merger Corp. was incorporated under the laws of the State of Florida on September 16, 1998. The authorized capital stock of Merger Corp. consists of 1,000 shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding (the "Merger Corp. Common Stock").

ARTICLE II

SHAREHOLDER APPROVAL

This Plan of Merger, shall be, and hereby is, approved by the Parent as the owner of 100% 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 Company with and into Merger Corp. (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 Florida pursuant to Section 607.1105 of the Act.

(b) Surviving Corporation. At the Effective Time of the Merger, the Company shall be merged with, and into, Merger Corp., and the separate corporate existence of the Company shall then cease. Merger Corp. (the "Surviving Corporation") shall be the surviving corporation in the Merger and the separate corporate existence of Merger Corp., 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 Company. As a result of the Merger, the Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of Company and all of the properties and assets of Company and all of the debts, choses in action and other interests due or belonging to Company, and shall be subject to, and responsible for, all of the debts, liabilities, and obligations of Company with the effect set forth in the Act.

(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 Company 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 Merger Corp., 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 "Florida Electric Supply, Inc.," 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 Merger Corp. 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 Merger Corp. immediately prior to the Effective Time of the Merger shall be the directors of Surviving Corporation after the Merger. The officers of Merger Corp. 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

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 Company Common Stock:

- (a) Capital Stock of Company Canceled. At the Effective Time of the

Merger each certificate representing shares of Company Common Stock shall be deemed canceled and extinguished and each issued and outstanding share of Company Common Stock shall be canceled and extinguished. In view of the fact that the Parent holds all of the Merger Corp. Common Stock, it shall not be necessary to issue any additional shares of Merger Corp. Common Stock to the Parent as consideration for the merger contemplated hereby.

(b) Capital Stock of Merger Corp. Remains Outstanding as Capital Stock of the Surviving Corporation. Each issued and outstanding share of the Merger Corp. 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 Merger Corp. evidencing ownership of any Merger Corp. shares shall continue to evidence ownership of the outstanding shares of capital stock of the Surviving Corporation.

ARTICLE VI

TERMINATION AND AMENDMENT

6.1 Mutual Consent. Notwithstanding the approval of this Plan of Merger by the shareholders of Company and Merger Corp., 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 the Company and Merger Corp.

6.2 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 either Company, the Parent or Merger Corp., or their respective officers or directors.

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

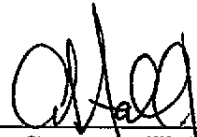
6.4 Governing Law. This Plan of Merger shall be governed in all respects, including validity, interpretation, and effect, by the local laws of the State of Florida.

6.5 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.

"COMPANY"

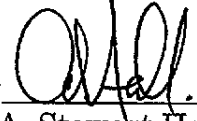
FLORIDA ELECTRIC SUPPLY, INC.

By: 

A. Stewart Hall, Jr.
President

"PARENT"

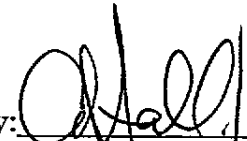
HUGHES SUPPLY, INC.

By: 

A. Stewart Hall, Jr.
President

"MERGER CORP."

FES MERGER CORP., INC.

By: 

A. Stewart Hall, Jr.
President