



THE UNITED STATES
CORPORATION
COMPANY

149969

ACCOUNT NO. : 072100000032
REFERENCE : 386393 7107686
AUTHORIZATION : *Patricia Piggs*
COST LIMIT : \$ 78.75

FILED
99 SEP 27 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 24, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 386393-005

400002997284--7

CUSTOMER NO: 7107686

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

Morgan

ARTICLES OF MERGER

APPCO PROCESS EQUIPMENT
COMPANY

INTO

HUGHES SUPPLY, INC.

RECEIVED
99 SEP 27 AM 11:21
DEPUTY SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich
EXAMINER'S INITIALS: *MLR*

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPCO PROCESS EQUIPMENT COMPANY, a North Carolina corp not
authorized to transact business in Florida

INTO

HUGHES SUPPLY, INC., a Florida entity, 149969

File date: September 27, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
APPCO PROCESS EQUIPMENT COMPANY
AND
HUGHES SUPPLY, INC.

FILED
99 SEP 27 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State, State of Florida

Pursuant the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following articles of merger:

1. The name of the parent corporation, which is a business corporation organized under the laws of the State of Florida, is Hughes Supply, Inc. (the "Parent").

2. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of North Carolina, is APPCO Process Equipment Company (the "Subsidiary").

3. The Agreement and Plan of Merger (the "Plan") for merging the Subsidiary into the Parent as approved by resolution of the Board of Directors of each of the Subsidiary and the Parent on September 23, 1999, is attached hereto as Exhibit "A" and is hereby made a part of these Articles of Merger. Approval by the shareholders of each of the Subsidiary and the Parent was not required.

4. The Plan was approved by the Subsidiary in accordance with the applicable laws of the jurisdiction under which the Subsidiary is organized. The merger of the Subsidiary with and into the Parent is permitted by the laws of the jurisdiction of organization of the Subsidiary and is in compliance with such laws.

5. The effective time and date of the merger herein provided for in Florida shall be the time of filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this document as
of the 23 day of September, 1999.

HUGHES SUPPLY, INC.,
a Florida corporation

By: Benjamin P. Butterfield
Benjamin P. Butterfield, Secretary

APPCO PROCESS EQUIPMENT
COMPANY, a North Carolina corporation

By: Benjamin P. Butterfield
Benjamin P. Butterfield, Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of September 23, 1999 (the "Agreement"), is entered into by and among Hughes Supply, Inc. (the "Survivor"), and APPCO Process Equipment Company (the "Subsidiary"). The Survivor and the Subsidiary are referred to collectively herein as the "Parties".

Background

The Survivor owns all of the outstanding capital stock of the Subsidiary. The Parties desire to merge the Subsidiary into the Survivor pursuant to the "short form" merger statute set forth in Florida Business Corporation Act Section 607.1104 and the North Carolina Business Corporation Act Section 55-11-04. The Parties intend that, upon the consummation of the transactions contemplated by this Agreement, the separate corporate existence of the Subsidiary will cease. Accordingly, in consideration of the mutual agreement and covenants set forth below, the Parties agree as follows:

Terms and Conditions

1. **Merger.** At the Effective Time (as defined in Section 2 below) the Subsidiary shall be merged with and into the Survivor, and the separate corporate existence of the Subsidiary shall cease (the "Merger"). The corporate existence of the Survivor shall continue unaffected and unimpaired by the Merger and, as the surviving corporation, it shall remain governed by the laws of Florida. The Survivor shall retain its current name after the Merger.
2. **Effective Time.** The Effective Time of the Merger in Florida shall be the time of filing of Articles of Merger with the Secretary of State of the State of Florida and in North Carolina shall be the time of filing of Articles of Merger with the Secretary of State of the State of North Carolina.
3. **Conversion of Shares.** At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties, each share of common stock of the Subsidiary that is outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist. Each share of the Survivor's common stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.
4. **Continuation of Rights and Obligations.** At and after the Effective Time of the Merger, the Survivor shall possess all rights, privileges, powers and franchises of the Subsidiary. All property, real, personal, and mixed, all debts due on whatever account, all other things and actions, and every other interest of or belonging to the Subsidiary shall be vested in the Survivor without further action. At and after the Effective Time of the Merger, the Survivor shall assume and be

liable for all the liabilities and obligations of the Subsidiary as if those liabilities and obligations had been incurred by the Survivor.

5. Survival of Claims. Any claim existing, or action or proceeding pending, by or against the Subsidiary may be prosecuted as if the Merger had not taken place, or the Survivor may be substituted in the place of the Subsidiary in such action or proceeding.

6. Articles of Incorporation and Bylaws. The Articles of Incorporation and By-Laws of the Survivor, as in effect at the Effective Time of the Merger, shall continue in full force and effect.

7. Directors and Officers. The directors and officers of the Survivor in office immediately prior to and at the Effective Time shall remain the directors and officers of the Survivor, retaining their respective offices and positions.

8. Termination. This Agreement may be terminated at any time prior to the Effective Time by any of the Parties.

9. Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified and supplemented in any and all respects by written agreement of the respective Boards of Directors of the Parties (or by their respective officers authorized by such Boards of Directors) at any time prior to the Effective Time with respect to any of the terms contained herein.

10. Further Actions. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement, the proper officers and/or directors of the Parties shall take such action.

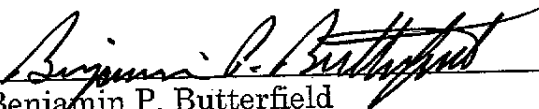
11. Section Headings. The section headings contained in this Agreement are inserted for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

12. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.


13. Applicable Law. This Agreement and the legal relations among the Parties hereto shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflict of laws or rules thereof.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of
the date first written above.

HUGHES SUPPLY, INC.

By: 
Benjamin P. Butterfield
Secretary

APPCO PROCESS EQUIPMENT COMPANY

By: 
Benjamin P. Butterfield
Secretary

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