

FROM: HK

X No.: 724 288

01-03-97 06:53A P.01

149969

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000084655 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

** Please deliver *
immediately to
* Susan Payne **

MERGER OR SHARE EXCHANGE

Hughes Supply, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

RECEIVED
06 MAR 30 AM 8:00
DIVISION OF CORPORATIONS

FILED
06 MAR 30 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*merge
sp*

FILED

06 MAR 30 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
between
OCEAN MERGER CORPORATION
and
HUGHES SUPPLY, INC.

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), Ocean Merger Corporation, a Florida corporation (the "Merger Sub") and Hughes Supply, Inc., a Florida corporation (the "Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merger Sub with and into the Company (the "Merger"), with the Company as the surviving corporation following the Merger.

ARTICLE I

The plan of merger for the Merger of the Merger Sub with and into the Company is attached hereto as Exhibit A and incorporated herein by this reference.

ARTICLE II

The Merger shall become effective at 11:59 p.m. (Eastern Standard Time) on March 30, 2006 (the "Effective Time").

ARTICLE III

The plan of merger, which is part of an Agreement and Plan of Merger, was adopted by the Board of Directors of the Company on January 9, 2006, and approved by the shareholders of the Company at a special meeting of the shareholders held on March 30, 2006. The plan of merger was adopted by the Board of Directors of the Merger Sub on March 13, 2006, and approved by the written consent of the sole shareholder of the Merger Sub on March 13, 2006.


ARTICLE IV

This document may be executed in counterparts (each of which shall be deemed to be an original but all of which taken together shall constitute one and the same document).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 30th day of March 2006.

OCEAN MERGER CORPORATION

By: 
Name: Francis S. Blake
Title: Vice President

HUGHES SUPPLY, INC.

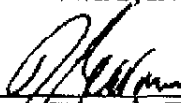
By: 
Name: David Bearman
Title: Senior VP & CFO

EXHIBIT A

**PLAN OF MERGER
BETWEEN
OCEAN MERGER CORPORATION
AND
HUGHES SUPPLY, INC.**

(a) The name of each corporation planning to merge is:

(i) The name of the surviving corporation is Hughes Supply, Inc. (the "Company"); and

(ii) The name of the merging corporation is Ocean Merger Corporation (the "Merger Sub").

(b) In accordance with the Florida Business Corporation Act ("FBCA"), at the Effective Time (as defined below) Merger Sub shall be merged with and into the Company, and the separate corporate existence of Merger Sub shall thereupon cease, and the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"). The merger shall become effective at 11:59 p.m. (Eastern Standard Time) on March 30, 2006 (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

The Merger shall have the effects set forth herein and in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and obligations of the Surviving Corporation.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and without any action on the part of Merger Sub, the Company or the holders of any shares of common stock, par value \$1.00 per share, of the Company ("Company Common Stock") or any shares of capital stock of Merger Sub:

(i) Each share of capital stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

(ii) Any shares of Company Common Stock that are owned by the Company as treasury stock, and any shares of Company Common Stock owned by The Home Depot, Inc.,

Merger Sub or any subsidiary of the Company, shall be automatically canceled and shall cease to exist and no consideration shall be delivered in exchange therefor.

(iii) Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time (other than shares to be canceled in accordance with section (d)(ii) above and Company Common Stock received pursuant to section (d)(i) above), together with the associated Preferred Share (as defined in the Rights Agreement) purchase rights (the "Rights") issued under the Rights Agreement, dated as of May 20, 1998, between the Company and American Stock Transfer & Trust Company, as rights agent (the "Rights Agreement"), shall be converted into the right to receive \$46.50 in cash, without interest (the "Merger Consideration"). As of the Effective Time, all such shares of Company Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of a certificate (or evidence of shares in book-entry form) which immediately prior to the Effective Time represented any such shares of Company Common Stock (each, a "Certificate") shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration to be paid in consideration therefor upon surrender of such Certificate, without interest

(e) At the Effective Time, the articles of incorporation of the Company shall be amended and restated in their entirety to be identical to the articles of incorporation of Merger Sub, as in effect immediately prior to the Effective Time, except that the name of the Surviving Corporation shall remain Hughes Supply, Inc., until thereafter amended as provided therein or by applicable law; such amended and restated articles of incorporation are set forth in Annex 1 to this plan of merger.

(f) The by-laws of Merger Sub in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

(g) A copy of the Agreement and Plan of Merger dated as of January 9, 2006 by and between The Home Depot, Inc. and the Company was sent to each shareholder of the Company on or about February 28, 2006.

Annex I**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF HUGHES SUPPLY, INC.**ARTICLE I

The corporate name for the corporation (hereinafter called the "Corporation") is HUGHES SUPPLY, INC.

ARTICLE II

The street address, wherever located, of the principal office and the mailing office, wherever located, of the Corporation is One Liberty Plaza, 38th Floor, New York, New York 10006-1470. The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, and the Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

ARTICLE IV

The duration of the Corporation shall be perpetual.

ARTICLE V

The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$1.00 dollar each and are of the same class and are Common shares.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

CERTIFICATE

It is hereby certified that:

1. The foregoing Amended and Restated Articles of Incorporation were contained in the plan of merger, which is part of an Agreement and Plan of Merger, that was adopted by the Board of Directors of the Company on January 9, 2006, and approved by the shareholders of the Company at a special meeting of the shareholders held on March 30, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 30th day of March 2006.

HUGHES SUPPLY, INC.

By: _____

Name:

Title:

John Z. Paré
Senior Vice President
General Counsel and
Secretary