

03/24/1999

09:15

ABEL BAND RUSSELL COLLIER → 918509224000

NO. 934

001

512916

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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(((H99000006979 1)))

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON

Account Number : 076077003322

Phone : (941) 366-6660

Fax Number : (941) 366-3999

MERGER OR SHARE EXCHANGE

P. D. G. ELECTRIC COMPANY

Certificate of Status	0
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Page Count	04
Estimated Charge	\$78.75

Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUANTA VIII ACQUISITION, INC., a Delaware corporation not qualified to
transact business in the State of Florida,

INTO

P. D. G. ELECTRIC COMPANY, a Florida corporation, 512916

File date: March 24, 1999

Corporate Specialist: Darlene Connell

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

DOMESTIC CORPORATION AND FOREIGN CORPORATION

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
P.D.G. Electric Company ("PDG")	Florida
Quanta VIII Acquisition, Inc. ("Newco")	Delaware

SECOND: The laws of the state or country under which the foreign corporation is incorporated permit such merger, and the foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1105, Florida Statutes.

FOURTH: The Plan of Merger is attached hereto as Exhibit A and made a part of these Articles of Merger.

FIFTH: The effective date of these Articles of Merger shall be the 23 day of March, 1999.

SIXTH: The Plan of Merger was adopted by the stockholders and the Board of Directors of Newco on the 15th day of March, 1999, and the number of votes cast by such stockholders and the members of such Board of Directors was sufficient to approve the Plan of Merger. The Plan of Merger was adopted by the stockholders and the Board of Directors of PDG on the 19 day of March, 1999, and the number of votes cast by such stockholders and the members of such Board of Directors was sufficient to approve the Plan of Merger.

This instrument prepared by:

Benjamin Hanan, Esq. [Remainder of page intentionally left blank.]
Abel, Band et al.
P.O. Box 49948
Sarasota, FL 34236
941-366-6660
FL Bar #0089559

03/24/1999

09:15

ABEL BAND RUSSELL COLLIER → 918509224000

NO.934

P03

Audit No. H99000006979 1

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger (or a counterpart hereof) effective as of this 23 day of March, 1999.

P.D.G. ELECTRIC COMPANY

By: [Signature]

Name: Byron L. Supplawant

Title: President

QUANTA VIII ACQUISITION, INC.

By: _____

Brad Eastman, President

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09:15

ABEL BAND RUSSELL COLLIER → 918509224000

NO. 934

D04

Audit No. H99000006979 1

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger (or a counterpart hereof) effective as of this 22 day of March, 1999.

P.D.G. ELECTRIC COMPANY

By: _____
Name: _____
Title: _____

QUANTA VII ACQUISITION, INC.

By:  _____
Brad Eastman, President

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EXHIBIT A

PLAN OF MERGER

P.D.G. Electric Company, a Florida corporation ("PDG"), and Quanta VIII Acquisition, Inc., a Delaware corporation ("Newco"), hereby adopt the following Plan of Merger to effect the merger of Newco with and into PDG (the "Merger").

(a) The names of the merging corporations are P.D.G. Electric Company and Quanta VIII Acquisition, Inc.

(b) The surviving corporation shall be P.D.G. Electric Company.

(c) On the effective date of the Merger, Newco shall merge with and into PDG. The separate existence of Newco shall cease and PDG shall succeed to all the liabilities, rights, privileges, immunities and franchises and all the property, real, personal and mixed, of Newco without the necessity for separate transfer. PDG shall thereafter be responsible and liable for all the obligations of Newco, and neither the rights of the creditors nor any liens on the property of Newco shall be impaired by the Merger.

(d) On the effective date of the Merger, each issued and outstanding share of the common stock, par value \$.01 per share, of Newco and all rights to acquire shares of common stock of Newco, if any, shall be converted into one share of common stock, par value \$1.00 per share, of the surviving corporation, and certificates that, prior to the effective date of the Merger, represented shares of common stock of Newco shall thereafter be deemed canceled.

(e) On the effective date of the Merger, the issued and outstanding shares of common stock, par value \$1.00 per share, of PDG shall be converted into the right to receive, and become exchangeable for, shares of common stock, par value \$.00001 per share, of Quanta Services, Inc., a Delaware corporation and the parent corporation of Newco.

(f) The effective date of the Merger shall be March 23, 1999.