

AU4000001836

(Requestor's Name)

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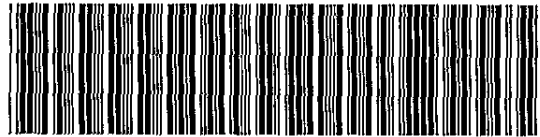
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EFFECTIVE DATE

12/31/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC 22 AM 7:57

FILED

U.S. DEPARTMENT OF STATE
WORLD TRADE CENTER
WASHINGTON, D.C. 20540

04 DEC 22 PM 4:20

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 101481. 4144C

AUTHORIZATION :

COST LIMIT : \$ 87.50

EFFECTIVE DATE

12/31/04

FILED
04 DEC 22 AM 7:57
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 2004

ORDER TIME : 2:58 PM

ORDER NO. : 101481-050

CUSTOMER NO: 4144C

CUSTOMER: Ms. Suzanne Cleven
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

ARTICLES OF MERGER

UTILISERVE, INC.

INTO

HUGHES UTILITIES, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

EFFECTIVE DATE

12/31/04

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Utiliserve, Inc. One Hughes Way Orlando, FL 32805	Delaware	Corporation

Florida Document/Registration Number: None

FEI Number: 52-2048966

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hughes Utilities, Ltd. One Hughes Way Orlando, FL 32805	Florida	Limited Partnership

Florida Document/Registration Number: A04000001836

FEI Number: 26-0100651

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger

the amount, if any, to which they are entitled under sections(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

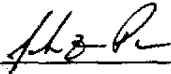
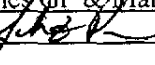
12/31/2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Utiliserve, Inc.</u>		<u>John Z. Paré, Secretary</u>
<u>Hughes Utilities, Ltd.</u>	<u>Hughes GP & Management, Inc., General Partner</u> 	<u>John Z. Paré, Secretary</u>

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
All General Partnerships: Signatures of two partners.
All Domestic Limited Partnerships: Signatures of all general partners.
All Non-Florida Limited Partnerships: Signature of one general partner.
All Limited Liability Companies: Signature of a member or authorized representative of a member.
All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

FILING FEES

For each Limited Partnership	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's formation or incorporation, as the case may be:

FIRST: The exact name, address and jurisdiction of each merging party (referred to hereinafter individually as a "Merging Party" and collectively as the "Merging Parties") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Utiliserve, Inc. One Hughes Way Orlando, FL 32805	Delaware	Corporation

SECOND: The exact name and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Hughes Utilities, Ltd.	Florida	Limited Partnership

THIRD: The terms and conditions of the merger are as follows:

The Merging Parties shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited partnership under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Parties, and the separate existence of each Merging Entity shall cease at the effective date of the merger. The Certificate of Limited Partnership of the Surviving Party at the effective date of the merger shall be the Certificate of Limited Partnership of the Surviving Party. The Agreement of Limited Partnership of the Surviving Party at the effective date of the merger shall continue to be the Agreement of Limited Partnership of the Surviving Party, as the surviving limited partnership, and will continue in full force and effect unless mutually amended by all of its partners.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

The ultimate owner(s) of each Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each share of capital stock of each Merging Party shall be cancelled automatically. Each general partnership interest

and each limited partnership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding partnership interests of the Surviving Party until such time as the Agreement of Limited Partnership of the Surviving Party is amended, as contemplated above, to reflect the addition of additional partners.

FIFTH: The name and address of the general partner (hereinafter referred to as the "General Partner") of the Surviving Party is as follows:

Hughes GP & Management, Inc.
One Hughes Way
Orlando, FL 32805

The General Partner is a Delaware corporation and its Florida Document/Registration Number is F04000001125.

SIXTH: The effective date of this merger shall be on December 31, 2004.

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