

A04000001836

Florida Department of State
Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
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MERGER OR SHARE EXCHANGE
HUGHES UTILITIES, LTD.

Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.2108, 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. Southwest Power, Inc. One Hughes Way Orlando, FL 32805	California	Corporation

Florida Document/Registration Number: N/A

FBI Number: 95-4397734

2. Western States Electric, Inc. 9151 SE McBrod Portland, Oregon 97222	Oregon	Corporation
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Florida Document/Registration Number: N/A

FBI Number: 93-0666602

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

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

Florida Document/Registration Number: A04000001836

FBI Number: 260100651

THIRD: The attached Plan and Agreement of Merger meets the requirements of section 620.2106, 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 620, Florida Statutes.

FOURTH: The attached Plan and Agreement of Merger was approved by the other business entities that are parties 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.

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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 the applicable Florida Statutes.

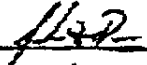
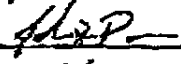
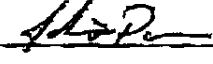
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity, pursuant to the applicable Florida Statutes.

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 January 31, 2006.

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

ELEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Hughes Utilities, Ltd.	<u>By: Hughes GP & Management Inc., its General Partner</u> 	<u>John Z. Paré, Secretary</u>
Southwest Power, Inc.		<u>John Z. Paré, Secretary</u>
Western States Electric, Inc.		<u>John Z. Paré, Secretary</u>

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PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER is adopted by Southwest Power, Inc., a business corporation organized under the laws of the State of California with its registered office therein located at P.O. Box 526036, City of Sacramento, County of Sacramento, by resolution of its Board of Directors as of January 24, 2006, and adopted by Western States Electric, Inc., a business corporation organized under the laws of the state of Oregon with its principal office therein located at 9151 SE McBrod, City of Portland, County of Multnomah, by resolution of its Board of Directors as of January 24, 2006, and adopted by Hughes Utilities, Ltd., a limited partnership organized under the laws of the State of Florida with its principal office therein located at One Hughes Way, City of Orlando, County of Orange, by resolution of all of its partners as of January 24, 2006, in accordance with section 620.2106, Florida Statutes. Hughes GP & Management, Inc., a Delaware corporation, with its registered office therein located at 1403 Foulk Road, Suite 102, City of Wilmington, County of New Castle, is the General Partner of Hughes Utilities, Ltd. The General Partner's Florida Document/Registration number is F04000001125. The names of the companies planning to merge are Southwest Power, Inc., a business corporation organized under the laws of the State of California, Western States Electric, Inc., a business corporation organized under the laws of the state of Oregon, and Hughes Utilities, Ltd., a limited partnership organized under the laws of the State of Florida. The name of the surviving entity into which Southwest Power, Inc. and Western States Electric, Inc. plan to merge is Hughes Utilities, Ltd.

1. Southwest Power, Inc., Western States Electric, Inc. and Hughes Utilities, Ltd. shall, pursuant to the provisions of the applicable laws of California and Oregon and the provisions of the Florida Revised Uniform Limited Partnership Act, be merged with and into a single entity, namely, Hughes Utilities, Ltd., which shall be the surviving entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving limited partnership", and which shall continue to exist as a limited partnership under its present name pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act. The separate existence of each of Southwest Power, Inc. and Western States Electric, Inc., which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the applicable laws of California and Oregon, respectively.

2. The Certificate of Limited Partnership of the surviving limited partnership at the effective time and date of the merger in Florida shall be the Certificate of Limited Partnership of said surviving limited partnership and said Certificate of Limited Partnership shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act.

3. The limited partnership agreement of the surviving limited partnership at the effective time and date of the merger in Florida will be the limited partnership agreement of said surviving limited partnership and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act.

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4. Each issued share of the non-surviving corporations immediately before the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled without consideration. The issued limited partnership interests of the surviving limited partnership shall not be converted or exchanged in any manner, but all limited partnership interests which are issued at the effective time and date of the merger shall continue to represent the limited partnership interests of the surviving limited partnership.

5. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders of each of the non-surviving corporations for their approval or rejection in the manner prescribed by the provisions of the applicable laws of California and Oregon, and the merger of the non-surviving corporations with and into the surviving limited partnership shall be authorized in the manner prescribed by the Florida Revised Uniform Limited Partnership Act.

6. In the event that the Plan and Agreement of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the partners of the surviving limited partnership in the manner prescribed by the provisions of the applicable laws of California and Oregon and the Florida Revised Uniform Limited Partnership Act, the non-surviving corporations and the surviving limited partnership hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California, of the State of Oregon, and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Boards of Directors and the proper officers of the non-surviving corporations and the General Partner of the surviving limited partnership, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida, shall be 11:59 p.m. on January 31, 2006.

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Executed as of January 24, 2006

SOUTHWEST POWER, INC.

By: John Z. Paré
John Z. Paré, Secretary

WESTERN STATES ELECTRIC, INC.

By: John Z. Paré
John Z. Paré, Secretary

HUGHES UTILITIES, LTD.

By: Hughes GP & Management, Inc.,
its General Partner

By: John Z. Paré
John Z. Paré, Secretary

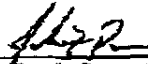
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CERTIFICATE OF SECRETARY OF GENERAL PARTNER OF HUGHES UTILITIES, LTD.

The undersigned, being the Secretary of Hughes GP & Management, Inc., the general partner of Hughes Utilities, Ltd., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by all the partners of Hughes Utilities, Ltd., in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

Dated: as of January 24, 2006



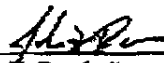
John Z. Paré, Secretary of Hughes GP &
Management, Inc., the general partner of Hughes
Utilities, Ltd.

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CERTIFICATE OF SECRETARY OF SOUTHWEST POWER, INC.

The undersigned, being the Secretary of Southwest Power, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of the applicable laws of the State of California.

Dated: as of January 24, 2006

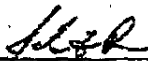

John Z. Paré, Secretary of Southwest Power, Inc.

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CERTIFICATE OF SECRETARY OF WESTERN STATES ELECTRIC, INC.

The undersigned, being the Secretary of Western States Electric, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of the applicable laws of the State of Oregon.

Dated: as of January 24, 2006


John Z. Paré, Secretary of Western States Electric, Inc.

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