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**MERGER OR SHARE EXCHANGE**

**HUGHES ELECTRIC SUPPLY, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$96.25

*\$140.00*

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CERTIFICATE OF MERGER  
OF  
FLAGSTAFF ELECTRIC SUPPLY, INC.  
(A FOREIGN CORPORATION)  
INTO  
HUGHES ELECTRIC SUPPLY, LTD.  
(A FLORIDA LIMITED PARTNERSHIP)

The following Certificate of Merger is submitted in accordance with Section 620.2108 of the Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Flagstaff Electric Supply, Inc.	Arizona	Corporation
Hughes Electric Supply, Ltd.	Florida	Limited partnership

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hughes Electric Supply, Ltd.	Florida	Limited partnership

**THIRD:** The date the merger is effective under the governing laws of the surviving party is August 31, 2006.

**FOURTH:** The merger was approved by each party as required by its governing law.

[Signature page follows]

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IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 31st day of August, 2006.

**SURVIVING ENTITY:**

**HUGHES ELECTRIC SUPPLY, LTD.**

By Hughes GP & Management, Inc.,  
sole General Partner



Name: Francis S. Blake  
Title: Vice President

**MERGING ENTITY:**

**FLAGSTAFF ELECTRIC SUPPLY, INC.**



Name: L. Briley Briscandine  
Title: Assistant Secretary

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**EXECUTION COPY**

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
HUGHES ELECTRIC SUPPLY, LTD.  
AND  
FLAGSTAFF ELECTRIC SUPPLY, INC.**

AGREEMENT AND PLAN OF MERGER, entered into as of the 31st day of August, 2006, made by and between Hughes Electric Supply, Ltd., a Florida limited partnership ("Hughes"), and Flagstaff Electric Supply, Inc. ("Flagstaff"), an Arizona corporation and a wholly-owned subsidiary of Hughes.

WHEREAS, each of Hughes and Flagstaff, in consideration of the mutual agreements of each other as set forth herein, does deem it advisable and generally to the welfare of such party and its stockholders or its general and limited partners, as the case may be, that Flagstaff merge with and into Hughes in accordance with the provisions of the Florida Business Corporation Act (the "FBCA") and the Arizona Business Corporation Act (the "ABCA"), with Hughes as the surviving entity.

WHEREAS, the Board of Directors of Flagstaff has recommended this Agreement and Plan of Merger to the shareholders of Flagstaff and the shareholders of Flagstaff have approved this Agreement and Plan of Merger in accordance with Section 10-1103 of the ABCA.

WHEREAS, Hughes owns beneficially and of record 5,568 shares of common stock of Flagstaff (the "Flagstaff Common Stock") that are issued and outstanding, which constitute all of the issued and outstanding capital stock of Flagstaff.

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements contained in this Agreement and Plan of Merger and intending to be legally bound hereby, the parties hereby agree as follows:

FIRST: Pursuant to Section 620.2106 of the FBCA and Section 10-1108 of the ABCA, Hughes hereby merges into itself Flagstaff, and, likewise, Flagstaff shall be merged and hereby is merged into Hughes, which shall be the surviving entity. The surviving entity shall be governed by the laws of the State of Florida.

SECOND: The manner and basis of converting the outstanding shares of Flagstaff Common Stock into shares, obligations or other securities of Flagstaff or any other entity or into cash or other property in whole or in part is as follows:

It is understood and agreed that Flagstaff is a wholly-owned subsidiary of Hughes that is hereby being merged with and into its parent, Hughes. Each share of Flagstaff Common Stock that is issued and outstanding (all of which are owned beneficially and of record by Hughes) and each share of Flagstaff Common Stock that is owned by Flagstaff as treasury stock is hereby canceled and retired and ceases to exist and no payment or distribution shall be made with respect thereto.

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**THIRD:** The terms and conditions of the merger provided for herein are as follows:

The organizational documents of Hughes, as in effect at the date hereof, shall be the organizational documents of the surviving entity.

The general partner of Hughes immediately prior to the merger shall be the general partner of the surviving entity.

**FOURTH:** Pursuant to Section 10-1105 of the ABCA, Hughes shall file this Agreement and Plan of Merger, together with the articles of merger, with the Arizona corporate commission.

[Signature page follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

HUGHES ELECTRIC SUPPLY, LTD.  
By Hughes GP & Management, Inc.,  
sole General Partner

By   
Name: Francis S. Blake  
Title: Vice President

FLAGSTAFF ELECTRIC SUPPLY, INC.

By   
Name: L. Briley Brisending  
Title: Assistant Secretary

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[Signature Page to Agreement and Plan of Merger]