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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11 MAY - 2 PM 2:23

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B. KOHR

MAY - 5 2011

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 05/02/2011

REF. #: 000150.147259

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DIVISION OF CORPORATIONS
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CORP. NAME: ECS ACQUISITION MERGER SUBSIDIARY I, INC. (a Florida corporation) merging into EC SOURCE SERVICES, LLC (a Nevada LLC)

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CONVERSION
- OTHER:

STATE FEES PREPAID WITH CHECK# 539592 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF MERGER
OF
ECS ACQUISITION MERGER SUBSIDIARY I, INC.
(a Florida corporation)
WITH AND INTO
EC SOURCE SERVICES, LLC
(a Nevada limited liability company)**

FILED STATE
SECRETARY OF CORPORATIONS
11 MAY -2 PM 4:21

Pursuant to Section 607.1109
of the Florida Business Corporation Act

Dated: May 2, 2011

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

**ARTICLE I
Jurisdiction of Incorporation; Surviving Corporation**

The name and jurisdiction of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ECS Acquisition Merger Subsidiary I, Inc. ("ECS Acquisition")	Florida	Corporation
EC Source Services, LLC ("EC Source")	Nevada	Limited Liability Company

910000057291

EC Source, a Nevada limited liability company, shall be the surviving company.

**ARTICLE II
Agreement and Plan of Merger**

The Agreement and Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III
Approval of the Plan**

The Board of Directors of ECS Acquisition reviewed, considered, and pursuant to unanimous action by written consent in accordance with Section 607.0821 of the FBCA duly adopted (i) the Merger Option Agreement dated as of November 16, 2010 (the "Option Agreement") and (ii) the Agreement and Plan of Merger dated as of November 16, 2010 (the "Merger Agreement"). On April 29, 2011, the sole shareholder of ECS Acquisition exercised its

option, pursuant to the Option Agreement, to adopt the Plan of Merger, pursuant to the Merger Agreement. The adoption of the Plan of Merger was approved by the sole shareholder of ECS Acquisition via written consent dated as of May 1, 2011 in accordance with Section 607.0704 of the FBCA. The Board of Directors, pursuant to unanimous action by written consent in accordance with Section 607.0821 of the FBCA, duly adopted the Plan of Merger following the exercise of the option by the sole shareholder of ECS Acquisition on April 29, 2011.

The Board of Directors of EC Source reviewed, considered, and, pursuant to unanimous action by written consent in accordance with Section 92A of the Nevada Revised Statutes (“NRS”), duly adopted the Plan of Merger on October 22, 2010 and deemed the Plan of Merger advisable and presented the same to the Member(s) of EC Source in accordance with the NRS. Thereafter, the member(s) of EC Source approved the Plan of Merger on October 22, 2010 pursuant to an action by written consent in accordance with Section 92A of the NRS.

ARTICLE IV
Effective Time

These Articles of Merger shall become effective on the date filed with the Florida Department of State.

ARTICLE V
Surviving Entity Address

The principal office address of EC Source is 800 S. Douglas Road, 12th Floor, Coral Gables, FL 33134.

ARTICLE VI
Appointment of Florida Secretary of State as Agent

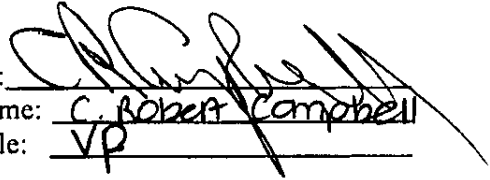
EC Source appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders, if any, of the domestic corporation that is a party to the merger.

ARTICLE VII
Dissenter’s Rights

EC Source agrees to promptly pay to the dissenting shareholders, if any, of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

IN WITNESS WHEREOF, the undersigned officers of the constituent entities have caused these Articles of Merger to be executed as of the date first set forth above.

ECS ACQUISITION MERGER SUBSIDIARY I, INC., a Florida corporation

By: 
Name: C. Robert Campbell
Title: VP

EC SOURCE SERVICES, LLC, a Nevada limited liability company

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned officers of the constituent entities have caused these Articles of Merger to be executed as of the date first set forth above.

**ECS ACQUISITION MERGER SUBSIDIARY I,
INC.**, a Florida corporation

By: _____
Name: _____
Title: _____

EC SOURCE SERVICES, LLC, a Nevada limited liability company


By: 
Name: Casey Mastromarino
Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Plan"), dated as of May 1, 2011, is by and between **ECS ACQUISITION MERGER SUBSIDIARY I, INC.**, a Florida corporation ("ECS Acquisition"), and **EC SOURCE SERVICES, LLC**, a Nevada limited liability company ("ECS").

WHEREAS, MasTec, Inc., a Florida corporation ("MasTec"), is the sole voting member of ECS Acquisition; and

WHEREAS, each of MasTec, ECS Acquisition and ECS deems it advisable and in its respective best interest to effect the merger of ECS Acquisition with and into ECS (the "Merger") with ECS as the surviving entity (the "Surviving Entity") and as a wholly-owned subsidiary of MasTec.

NOW, THEREFORE, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **Constituent Entities**. ECS Acquisition and ECS (together, the "Constituent Entities") shall be parties to the Merger.

2. **Terms and Conditions of Merger**. Pursuant to the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the Nevada Revised Statute (the "NRS"): (A) ECS Acquisition shall merge with and into the Surviving Entity; and (B) upon the filing of a Certificate of Merger with the Secretary of State of the State of Nevada (the "Effective Time"), the separate existence of ECS Acquisition shall cease, and the Surviving Entity shall continue to exist in accordance with the applicable provisions of the NRS.

3. **Conversion of Capital Stock and Membership Interests**. At the Effective Time, by virtue of the Merger and without any action by either party hereto:

a) The outstanding shares of common stock of ECS Acquisition issued and outstanding immediately prior to the Effective Time shall become 100% of the membership interest of the Surviving Entity;

b) Each common unit of the Surviving Entity ("ECS Common Units") issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, upon surrender of the certificates formally representing all such membership interest units,

i) a number of shares of common stock, par value of \$0.10 per share, of MasTec equal to the quotient of:

1) The sum of (such sum, the "Total Parent Shares") (A) 5,153,846 (such number being subject to adjustment as appropriate for any stock splits, stock dividends, share combinations or the like) plus (B) the quotient of (1) the aggregate exercise price of the options to purchase ECS Common Units pursuant to the Unit Incentive Plan adopted by ECS (the "ECS Options") outstanding immediately prior to the Effective Time, divided by (2)

\$13 (such Total Parent Shares subject to adjustment as set forth in an Agreement and Plan of Merger dated as of November 16, 2010, by and between MasTec, the Constituent Entities, ECS Acquisition Merger Subsidiary II, LLC and the former members of ECS (the "Merger Agreement")); divided by

2) The number of outstanding ECS Common Units and the number of ECS Common Units issuable upon exercise of the ECS Options (the "Unit Equivalents") outstanding immediately prior to the Effective Time; and

ii) the Earn-Out Payments as described in Section 1.9.2 of the Merger Agreement.

c) Each preferred unit of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall automatically be retired and cease to be outstanding, and no consideration will be delivered or deliverable in exchange therefor.

4. **Effect of Merger.** At the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of ECS Acquisition, and all obligations belonging to or due to ECS Acquisition shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of ECS Acquisition; any claim existing or action or proceeding pending by or against ECS Acquisition may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors of ECS Acquisition shall be preserved unimpaired.

5. **Admission of Member.** At the Effective Time, MasTec shall be admitted as the sole Member of the Surviving Entity.

6. **Officers.** The officers of ECS Acquisition in office immediately preceding the Effective Time shall continue as the officers of the Surviving Entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Entity.

7. **Amendment of Plan.** The Board of Directors or Member, as applicable, of each of the Constituent Entities, acting together, may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above.

**ECS ACQUISITION MERGER
SUBSIDIARY I, INC.**, a Florida corporation

by its sole member:

MASTEC, INC., a Florida corporation

By: 

Name: C. Robert Campbell

Title: EVP + CFO

EC SOURCE SERVICES, LLC, a Nevada
limited liability company

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above.

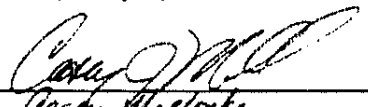
**ECS ACQUISITION MERGER
SUBSIDIARY I, INC., a Florida corporation**

by its sole member:

MASTEC, INC, a Florida corporation

By: _____
Name:
Title:

**EC SOURCE SERVICES, LLC, a Nevada
limited liability company**

By: 
Name: Casey Mastomha
Title: Secretary