

P38719

Florida Department of State
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10-27-06
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MERGER OR SHARE EXCHANGE

The Home Depot Supply, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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Merger
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ARTICLES OF MERGER
(Profit Corporations)

The following Articles of Merger are being submitted in accordance with sections 607.1105 and 607.1107 of the Florida Statutes.

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10-27-06

FIRST: The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hughes Supply, Inc.	Florida	149969

SECOND: The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Home Depot Supply, Inc.	Texas	P38719

THIRD: The Plan of Merger (the "Plan of Merger") is attached.

FOURTH: The Plan of Merger was approved by unanimous written consent of the board of directors of the surviving corporation on October 20, 2006 and by the unanimous written consent of the board of directors of the merging corporation on October 20, 2006.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on October 23, 2006.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on October 23, 2006.

SEVENTH: The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

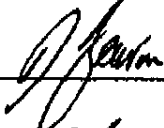

EIGHTH: The surviving corporation agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302 of the Florida Statutes.

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NINTH: The merger shall become effective as of October 27, 2006.

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:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Hughes Supply, Inc.		David Bearman, Vice President & Treasurer
The Home Depot Supply, Inc.		David Bearman, Assistant Treasurer

PLAN OF MERGER**BETWEEN****HUGHES SUPPLY, INC., a Florida corporation****AND****THE HOME DEPOT SUPPLY, INC., a Texas corporation**

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 incorporation:

FIRST: The exact name, address and state of incorporation of the merging party (referred to hereinafter as the "Merging Party") is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Type of Entity</u>
Hughes Supply, Inc. One Hughes Way Orlando, FL 32805	Florida	Corporation

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

<u>Name</u>	<u>State of Incorporation</u>	<u>Type of Entity</u>
The Home Depot Supply, Inc.	Texas	Corporation

THIRD: The Plan of Merger was approved by the sole shareholder of both the Merging Party and the Surviving Party.

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

The Merging Party 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 corporation under the laws of the State of Texas. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Incorporation of the Surviving Party at the effective date of the merger shall be the Articles of Incorporation of the Surviving Party. The Bylaws of the Surviving Party at the effective date of the merger shall continue to be the Bylaws of the Surviving Party, as the surviving corporation, and will continue in full force and effect unless amended by its shareholders.

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

The sole shareholder of the 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 thereof, each share of capital stock of the Merging Party shall be cancelled automatically. Each share of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding shares of the Surviving Party.

SIXTH: An executed Plan of Merger is on file at the principal place of business of the Surviving Party, at the following address:

The Home Depot Supply, Inc.
2455 Paces Ferry Road, C-20
Atlanta, GA 30339

A copy of the Plan of Merger will be furnished by the Surviving Party on written request and without cost, to any shareholder of each domestic corporation that is a party to or created by the Plan of Merger.

SEVENTH: The Surviving Party will be responsible for the payment of all fees and franchise taxes required by law, and the Surviving Party will be obligated to pay such fees and franchise taxes if the same are not timely paid.

EIGHTH: The effective date of this merger shall be on October 27, 2006.