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P97000011398

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

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*****70.00 *****70.00

Master Holdings, Inc.

merging into:
Shanco Corporation

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☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

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N. HENDRICKS FEB 20 1997

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MASTEC HOLDING, INC., A NON QUALIFIED DELAWARE CORPORATION.

INTO

SHANCO CORPORATION, a Florida corporation, P97000011398.

File date: February 20, 1997

Corporate Specialist: Nancy Hendricks

**ARTICLES AND CERTIFICATE OF MERGER
OF MASTEC HOLDINGS, INC.
AND SHANCO CORPORATION**

FILED

FEB 20 PM 2:09

**RECORDED
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger for the purpose of merging MasTec Holdings, Inc. a Delaware corporation, with and into Shanco Corporation, a Florida corporation. The authorized capital stock of MasTec Holdings, Inc. is 100 shares of Common Stock, \$.01 par value.

1. The corporations that are parties to the merger are MasTec Holdings, Inc., a Delaware corporation ("Holdings"), and Shanco Corporation, a Florida corporation ("Shanco"). Shanco is the surviving corporation.

2. On the effective date, the holders of all the issued and outstanding shares of Common Stock, \$.01 par value, of Holdings shall exchange those shares for shares of the Common Stock, \$.01 par value, of Shanco at the rate of one share of Holdings Common Stock for one share of Shanco Common Stock.

3. The shares of Shanco Common Stock outstanding immediately before the merger shall remain outstanding immediately after the merger and shall be unchanged in any way.

4. The Articles of Incorporation of Shanco shall be the Articles of Incorporation of the surviving corporation.

5. An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 3155 NW 77th Avenue, Miami, Florida 33122 and a copy thereof will be furnished by the surviving corporation, on request and without cost, to any stockholders of either party to the merger.

6. That Shanco survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Nancy J. Damon, Shanco Corporation, 3155 NW 77th Avenue, Miami, Florida 33122, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

6. The effective date of the merger shall be the date of the filing of these Articles and Certificate of merger with the Florida Secretary of State.

7. The Agreement and Plan of Merger was adopted by the unanimous vote of the Board of Directors and sole stockholder of Holdings on February 18, 1997 and the Board of Directors and sole stockholder of Shanco February 18, 1997.

MASTEC HOLDINGS, INC.

By: José M. Sariego
José M. Sariego, Vice-President

SHANCO CORPORATION

By: José M. Sariego
José M. Sariego, Vice-President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated February 18, 1997 BETWEEN SHANCO CORPORATION, a Florida corporation ("Shanco" or the "Surviving Corporation"), and MASTEC HOLDINGS, INC., a Delaware corporation ("Holdings")

ARTICLE I

The Merger

1.1 The Merger. On the Effective Date (as defined in Article III), Holdings shall be merged with and into Shanco (the "Merger"), which will be the surviving corporation in the Merger. Following the Merger, the separate existence of Holdings shall cease and Shanco as the Surviving Corporation shall succeed to and possess all the estate, rights, privileges, immunities, franchises, power and purposes, and all the property, real, personal and mixed, and every other asset of Holdings, and shall assume and be liable for all the claims, demands, liabilities, obligations and penalties of Holdings, in accordance with Section 607.1107 of the Florida Business Corporation Act.

1.2 Surviving Corporation. Following the Merger, the existence of Shanco as the Surviving Corporation shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Articles of Incorporation and Bylaws of Shanco, as in effect immediately prior to the Effective Date, shall continue in full force and effect, and shall not be changed in any manner by the merger.

1.3 Board of Directors and Officers. The members of the Board of Directors of Shanco and the officers of Shanco immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation after the Merger for the terms provided in the Bylaws of Shanco or until their respective successors are elected and qualified.

ARTICLE II

Conversion of Shares

2.1 Conversion of Shares. Each share of Holdings Common Stock, \$.01 par value, issued and outstanding immediately prior to the Effective Date shall, without any action on the part of Shanco, Holdings or any holder of such shares, be automatically converted by the Merger into one fully paid and nonassessable share of Shanco Common Stock, \$.01 par value. The outstanding shares of Shanco Common Stock prior to the Merger will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as shares of the Surviving Corporation following the Merger.

2.3 Exchange of Certificates. On the Effective Date, the sole shareholder of Holdings shall surrender its certificate for 100 shares of Holdings Common Stock and shall be entitled upon such surrender to receive from Shanco in exchange therefor a certificate for 100 shares of Common Stock of Shanco. Until so surrendered, each outstanding certificate that prior to the Merger

represented shares of Holdings Common Stock will be deemed for all purposes to evidence ownership of the shares of Shanco Common Stock into which such shares would be converted under this Agreement.

ARTICLE III
Effective Date of Merger

The Effective Date of the Merger shall be February 19, 1997.

ARTICLE IV
General Provisions

4.1 Further Assurances. At any time, and from time to time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

4.2 Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

EXECUTED the date and year above written.

MASTEC HOLDINGS, INC.

By: José M. Sariego
José M. Sariego, Vice-President

SHANCO CORPORATION

By: José M. Sariego
José M. Sariego, Vice-President

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