

FILED

JUN 29 11 21 AM '99

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

Holan, being the Vice President of Anderson & Wood Acquisition Corporation, a Delaware corporation, makes the following representations constituting Articles of Merger pursuant to Idaho Code Section 30-1-1105:

1. Plan of Merger. Anderson & Wood Construction Co., Inc., an Idaho corporation ("Anderson & Wood"), shall be merged with Anderson & Wood Acquisition Corporation, a Delaware corporation ("Acquisition"), being a wholly owned subsidiary of Integrated Electrical Services, Inc., a Delaware corporation ("IES"). At the closing of the merger, the outstanding common capital stock of Anderson & Wood will be surrendered for the right to receive cash and shares of IES common capital stock. The merger consideration will be distributed among the shareholders of Anderson & Wood in proportion to their respective shareholdings prior to such merger.

2. The Plan of Merger was not approved by the shareholders of IES, however, it was authorized by appropriate corporate authority. The Plan of Merger was approved unanimously by the 227,647 shares of the outstanding common capital stock of Anderson & Wood, all of which voted on the Plan of Merger and by the 1,000 shares of the outstanding common capital stock of Acquisition, all of which voted on the Plan of Merger.

3. For the purposes of Idaho code section 30-1-1107(2), any process served on the Secretary of State should be forwarded to Acquisition at the following address:

Attention: John F. Wombwell
Anderson & Wood Acquisition Corporation
515 Post Oak Boulevard, Suite 450
Houston, Texas 77027
Facsimile: (713) 860-1599

4. The exchange of shares in accordance with the Plan of Merger occurred on June 29, 1999.

IN WITNESS WHEREOF, the within and foregoing Articles have been executed as of this 29th day of June, 1999.

Anderson & Wood Acquisition Corporation

By: *Raymond J. Holan*
Ray Holan, Vice President

1 @ 38.00 = 38.00 MERGER # 2
1 @ 28.00 = 28.00 EXPEDITE C # 3

C 47970