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Deliver To:	**ATTN: PAMELA OLSEN** **KAZAN,MCCLAIN,ABRAMS,FERNANDEZ,LYONS,FARISSE & GREENWOOD A PROF. LAW CORP** **171 TWELFTH ST., THIRD FL.** **OAKLAND,CA 94607** **Ref: RONALD BLATT**	**From:**	JENNIFER VILLA CT LIEN SOLUTIONS SACRAMENTO 1232 Q STREET SACRAMENTO CA 95811 Ph: 8003442382 Ex: 0221 Fax: 8007804795 Email: udssorders@uccdirect.com

Date:	**17-Nov-2009 03:41PM**	**Order #:**	20896958	**Item #:**	7
Client #:	251397				
Subject:	**J.A. SEXAUER, INC.**				
Jurisdiction:	NY Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	17-Nov-2009				
Results:	Certified Copies Attached				

Comments:

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 17, 2009.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

APPLICATION FOR AUTHORITY

OF

J.A. SEXAUER, INC.
(Name of Corporation)

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

* * * * *

Pursuant to the provisions of the New York Business Corporation Law, the undersigned corporation hereby applies for authority to transact business in New York, and for that purpose submits the following:

1. The name of the corporation is J.A. SEXAUER,

806293

2. It is incorporated under the laws of Delaware.

3. The date of its incorporation is July 7, 1981

4. That the business which it proposes to carry on within the State of New York is as follows: Management consultation services and anything related thereto or in furtherance thereof.

That the business [illegible] proposes to carry within the State of New York is a business [illegible] is authorized to do in the jurisdiction of [illegible]

5. The office of the corporation [illegible] New York is to be located in the City [illegible] County of New York.

ings against it may be served within the State of New York.

8. The address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served upon him is: c/o C T Corporation System, 1633 Broadway, New York, New York 10019.

9. Since the date of its incorporation, the corporation has not engaged in any activity in New York, except as set forth in paragraph (b) of section 1301.

The corporation hereby appoints C T Corporation System, 1633 Broadway, New York, New York 10019, as its registered agent in New York upon whom process against it may be served.

IN WITNESS WHEREOF, J.A. SEXAUER, INC. the corporation hereinbefore mentioned and described has caused this certificate to be signed in its name by its Vice President this 18th day of September, 19[illegible] and the statements contained therein are affirmed as true under penalties of perjury.

J.A. SEXAUER, INC.
(Corporation)

Joseph M. McManus
(Signature)

[illegible]
Name and title of person signing

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the Certificate of Incorporation of the "J.A. Sexauer, Inc.", was received and filed in this office the seventh day of July, A.D. 1981, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

And I do hereby further certify that no Franchise Taxes have been assessed to date.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this seventh *day of* July *in the year of our Lord one thousand nine hundred and* eighty-one.

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CT

APPLICATION FOR AUTHORITY

OF

J. A. SEXAUER, INC.

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 16 1981

AMT. OF CHECK $ 200
FILING FEE $ 200
TAX $
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $

7/17/81

BILLED

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 17, 2009.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

CERTIFICATE OF SURRENDER OF
AUTHORITY OF
J.A. SEXAUER, INC.
UNDER SECTION 1310 OF THE
BUSINESS CORPORATION LAW

RECEIVED
[illegible] OF
[illegible] [illegible] [illegible]NCE

MAY 1 - 1984

[illegible]RATION TAX
[illegible]SOLUTION

J.A. Sexauer, Inc. hereby certifies as follows:

1. The [illegible] of the corporation is J.A. Sexauer, Inc.

2. The jurisdiction of its incorporation is Delaware.

3. The date it was authorized to do business in New York State is October 1[illegible], 1981.

4. J.A. Sexauer, Inc. surrenders its authority to do business in New York.

5. J. A. Sexauer, Inc. revokes the authority of its registered agent, if any, previously designated and consents that process against it in any action or special proceeding based upon any liability or obligation incurred by it within this state before the filing of the certificate of surrender may be served on the Secretary of State after the filing thereof in the manner set forth in paragraph (b) of section 306 (Service of process).

6. The post office address to which the Secretary of State shall mail a copy of any process against J. A. Sexauer, Inc. served upon him is:

The Dyson-Kissner-Moran Corporation
230 Park Avenue - Suite 659
New York, NY 10169

J.A. SEXAUER, INC.

By [signature]
Robert [illegible]
[illegible]

Attest:

[signature]

State of New York [illegible]

Albany, New York [illegible]

To SECRETARY OF STATE

Date [illegible]

Name of Corporation

J.A. [illegible], INC.

ID #22-2359509 [illegible]

Pursuant to provisions of Section 1310 of the Business Corporation Law, the [illegible] hereby consents to the Surrender of Authority of the above named corporation.

Certificate and fee are attached.

Filed by: The Dyson-Kissner-Moran Corporation
230 Park Avenue
Suite 659
New York, NY 10169

2

Director, [illegible]

By [illegible]

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Robert L. Wallace, being duly sworn, deposes and says: that he is the President of J.A. Sexauer, Inc.; that he has read the foregoing certificate and knows the contents thereof; and that such certificate is true to his own knowledge.

Robert L. Wallace

Robert L. Wallace

Sworn to before me this
15th day of March, 1984.

Patricia A. Schmid

Notary Public

PATRICIA A. SCHMID
Notary Public, State of New York
No. 41-4735061
Qualified in Queens County
Commission Expires March 30, 1985

Certificate of Surrender of
Authoirty of J.A. Sexauer, Inc.
under Section 1310 of the Business
Corporation Law

Filed By

[illegible] Corporation
Park Ave. Suite 659
York, NY 10169

Attention: General Counsel

E121458

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Search Results

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Deliver To:	**ATTN: PAMELA OLSEN** **KAZAN,MCCLAIN,ABRAMS,FERNANDEZ,LYONS,FARISSE & GREENWOOD A PROF. LAW CORP** **171 TWELFTH ST., THIRD FL.** **OAKLAND,CA 94607** **Ref: RONALD BLATT**	**From:**	JENNIFER VILLA CT LIEN SOLUTIONS SACRAMENTO 1232 Q STREET SACRAMENTO CA 95811 Ph: 8003442382 Ex: 0221 Fax: 8007804795 Email: udssorders@uccdirect.com

Date:	**13-Nov-2009 12:28PM**	**Order #:**	20896958	**Item #:**	2
Client #:	251397				
Subject:	**J.A. SEXAUER, INC. - 2152475**				
Jurisdiction:	DE Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	12-Nov-2009				
Results:	Certified Copies Attached				

Comments:

Disclaimer :

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "J. A. SEXAUER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1988, AT 10 O'CLOCK A.M.

CERTIFICATE OF RESIGNATION OF REGISTERED AGENT WITHOUT APPOINTMENT, FILED THE SIXTH DAY OF OCTOBER, A.D. 1997, AT 10 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "J. A. SEXAUER, INC.".

SECRETARY'S OFFICE DELAWARE

Jeffrey W. Bullock, Secretary of State

2152475 8100H

091010601

AUTHENTICATION: 7637756

DATE: 11-12-09

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DATE SUBMITTED ____________

FILED BY: Dyson-Kissner-Moran Corporation

230 Park Ave.

New York, NY 10269

FILE DATE 2-19-88

TIME 10Am

FILER'S NO. ____________

NAME OF COMPANY J. A. Sexauer, Inc.

FILE NUMBER 21534-75

TYPE OF DOCUMENT Inc.

SECTION NO. 102

CHANGES NAME ____________

CHANGES AGENT/OFFICE ____________

STOCK $ ____________

TO $ ____________

____ Franchise Tax $ ____________

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10AM

CERTIFICATE OF INCORPORATION

OF

J. A. SEXAUER, INC.

ARTICLE I

The name of this Corporation is J. A. Sexauer, Inc.

ARTICLE II

The address of the registered office of the Corporation in the state of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock, and the par value of each share is one dollar ($1.00).

ARTICLE V

Election of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

ARTICLE VI

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to adopt, amend and repeal from time to time By-laws of the Corporation.

ARTICLE VII

The incorporator of the Corporation is John H. FitzSimons whose mailing address is 230 Park Avenue, Suite 659, New York, New York 10169.

ARTICLE VIII

A director shall not have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director other than liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of The Delaware Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 5th day of February, A.D., 1988.

John H. FitzSimons

State of Delaware - Division of Corporations

FAX

DOCUMENT FILING SHEET

☐ Priority 1 (Two Hr. Service)	☐ Priority 2 (Same Day)	☐ Priority 3 (24 Hour)	☐ Priority 4 (Must Approvals)	☐ Priority 5 (Reg. Approvals)	■ Priority 6 (Reg. Work)

DATE SUBMITTED October 6, 1997

REQUESTOR NAME The Corporation Trust Company

FILE DATE October 6, 1997

ADDRESS ______

21524-75

FILE TIME 10 a.m.

ATTN. Sue Benson

PHONE (302) 658-7581

J. A. SEXAUER, INC.

NAME of COMPANY / ENTITY Several

(Complete list of Corporations with file #'s is in the document)

SRV NUMBER	FILE NUMBER	FILER'S NUMBER	RESERVATION NO.
	22588-80	9000010	

TYPE of DOCUMENT Certificate of Resignation of Registered Agent

DOCUMENT CODE 136

CHANGE of NAME ____ CHANGE of AGENT / OFFICE ____ CHANGE of STOCK ____

CORPORATIONS

FRANCHISE TAX YEAR ____	$
FILING FEE TAX	$
RECEIVING & INDEXING	$
CERTIFIED COPIES NO. ____	$
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NEW CASTLE COUNTY RECORDER	$
SUSSEX COUNTY RECORDER	$
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☐☐☐☐ - ☐☐☐☐ - ☐☐☐☐ - ☐☐☐☐ Exp. Date ____

Signature ____ Printed Name ____

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1. Fully shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE.

SODDFS3 03-08-95

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 10/06/1997
971339690 - 2258880

CERTIFICATE OF RESIGNATION OF REGISTERED AGENT

Pursuant to Section 136 of the General Corporation Law of Delaware, THE CORPORATION TRUST COMPANY hereby resigns as Registered Agent of the corporations listed on the attached Exhibit A.

Written notice of resignation was given to the corporation on August 29, 1997 by mail or delivery to the corporation at its last known address as shown on our records, said date being at least 30 days prior to the filing of this Certificate of Resignation.

DATED: OCTOBER 1, 1997

THE CORPORATION TRUST COMPANY

BY: William J. Reif
William J. Reif
Assistant Vice President

EXHIBIT A

COMPANY NAME	FILE NUMBER
ACC DISSOLUTION CORP.	2258880
ACI DEVELOPMENT, INC.	2195311
ACI RECOVERY, INC.	2461737
ACS ACQUISITION CORP.	2210185
ADUCO INTERNATIONAL INC.	2310460
ADVANCE PAPER AND CHEMICAL COMPANY	0893408
ADVANTAGE COMPANIES, INC.	2442248
AII PROPERTIES INC.	2212880
AII REALTY INC.	2224145
AKA CORP.	2564194
ALDEC, INC.	2213112
ALLEW INC.	2111783
ALLIANT COMPUTER SYSTEMS CORPORATION	0937536
AMBELOS CORPORATION	0824984
AME HOSPITAL SERVICES, INC.	2166986
AMERICAN FILM TECHNOLOGIES, INC.	2065847
AMERICAN INVSCO CORPORATION	0791731
AMERICAN MEDICAL ENTERPRISES, INC.	2301649
A.M. KEEFE TRANSPORT, INC.	2212343
AMLAND PROPERTIES, INC.	2043221
AMPLAS CORPORATION	2190539

COMPANY NAME	FILE NUMBER
ANCHOR GLASS REALTY CORPORATION	2132289
APOTHECARIES, INC.	2193858
APPLIED PROFESSIONAL SYSTEMS, INC.	2036829
ARAMARK RBI, INC.	2329899
ARMACOR CONTRACTING INCORPORATED	2326123
ASCHE LEASING, INC.	2458987
ATLANTIC STATES BANKCARD ASSOCIATION, INC.	2326559
AUBREY NATURAL ORGANICS, INC.	2272176
AURORA INVESTMENT CORPORATION	2023751
AUTOGRAPHIX, INC.	0826750
AVALON DEVELOPMENT COMPANY OF FLORIDA, INC.	2090523
AVIATRIX CORPORATION	2143828
BARGELAND CORP.	0749112
BAROREO II CORP.	2218284
BAYFIELD CORPORATION	0932004
BD ACQUISITION CORP.	2247074
BEACHFRONT INVESTMENT CORPORATION	0744812
BETTER BUSINESS SERVICES, INC.	2382685
BIO-TECHNOLOGY GENERAL CORP.	0894913
BRAHMA, INC.	2249047
BRASSIE CONSTRUCTION MANAGEMENT SERVICES, INC.	2361445
BRITTANY HOLDINGS, INC.	2252654
BROAD STREET SALES CORPORATION	0282410
BROOKINS CORPORATION	0949298

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CAMBRIDGE PRODUCTS LIMITED	0895748
CANIZARO DEVELOPMENT CORPORATION	2239120
CAPRICORN RECORDS HOLDINGS INC.	2389864
CAROLYN KINDER DESIGNS, INC.	2270509
CARPENTER PAPER COMPANY	0860784
CARPET MAGIC, INC.	2392177
CARROLL INTERNATIONAL CORPORATION	0661571
CASTOR LEASING INC.	2128178
CATALYST ENERGY CONSTRUCTION CORPORATION	2013687
CATCH A RISING STAR, INC.	2083577
CDI DISSOLUTION CORP.	2242166
CELLULAR INFORMATION SYSTEMS ACQUISITION CORP.	2151724
CENTAURUS INC.	2164045
CENTEL CAPITAL CORPORATION	2149330
CHAYES VIRGINIA, INC.	2086293
CHEETAH III, INC.	2224809
CHEMICAL SHAREHOLDER SERVICES GROUP, INC.	2302086
CHRISTIAN SALVESEN OIL & GAS INC.	2024142
CHURCH & DWIGHT SALES CORPORATION	0797332
CINCINNATI MILACRON INTERNATIONAL SALES CORPORATION	0777478
CLEMENCY INVESTORS, INC.	2079187
COAST MARKETING CORP.	2405964

COMPANY NAME	FILE NUMBER
CONSTABLE ASSET MANAGEMENT LTD.	2156466
CONTINENTAL ENERGY MARKETING INC.	2275002
CONTROL DESPERDICIOS SOLIDOS, INC.	2191695
COUNTERPOINT INTERNATIONAL INC.	2108361
COURTAULDS DEFENSE PRODUCTS, INC.	2198484
CONVENIENT FOOD MART FRANCHISING CO.	2178230
CONVEX COMPUTER (CHINA) INCORPORATED	2300211
COORDINATED CARE INC.	2269067
CORTEC INDUSTRIES, INC.	2078748
COSTA MESA RESOURCES, INC.	2042611
CPAX, INC.	2383534
CROWN HOLDING COMPANY	2334696
CUMMINS PROFESSIONAL TRAINING CENTER, INC.	2110542
CURIODYSSEY ENTERTAINMENT, INC.	2454196
DAIRY ENTERPRISES CORPORATION	2075955
DAKIVA MARINE, INC.	2297302
DANA ZINC EXPORT CORPORATION	2336908
DAWN OFFICE PROPERTY COMPANY	2271986
DEDHAM HOLDINGS, INC.	2224410
DELAWARE HEALTH CORPORATION	2359149
DH ESTATES, INC.	0679714
DIGITAL IMAGING TECHNOLOGIES, INC.	2413495
DKM REALTY HOLDING CORP.	0796752
DNP HOLDING (USA) CORPORATION	2205007

COMPANY NAME	FILE NUMBER
DORADO BEACH DEVELOPMENT, INC.	0570621
DOREMUS & COMPANY	0691304
DRAHCIR REALTY CORP.	2073514
DUNPHY HOLDING COMPANY, INC.	2118391
DYNAMIC CONSTRUCTION (DEL.), INC.	2070673
EAGLENET, INC.	2434346
EDUCATION GROUP, INC. (THE)	2259821
E.G.B. INVESTMENTS, LTD.	0939136
EKCO/GLACO INC.	2043100
EL DORADO CONTRACTORS INC.	2336563
EMERALD ACQUISITION CORPORATION	2190527
ESPERO NUEVO INCORPORATED	2466409
EVANGELINE, INC.	0880539
EVERGREEN MEDIA CORPORATION OF THE BAY AREA	2450892
EVERGREEN RETIREMENT MANAGEMENT COMPANY	2278101
FAIRWEATHER CORP.	2044656
FALCON CAPITAL CORPORATION	2359855
FAMILY FASHIONS OUTLET STORES, INC.	0944775
FCD HOSPITALITY INC.	2165931
FEDERATED GROUP, INC. (THE)	2016404
FERROUS PARTNERS, INC.	2233374
FIRST AMERICAN HOLDINGS, INC.	2129200
FITZ AND FLOYD FACTORY OUTLET OF SILVER SPRING MARYLAND, INC.	2293503
FLIGHT G.P. INC.	2266983

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F.N. MANUFACTURING, INC.	0862739
FONTHAUS INC.	2224470
FOREST HILLS LAND COMPANY	0772493
FPF CORPORATION	2119862
FRIEZE, INC.	2221812
FRIPP FIBRE CORPORATION	2206732
FRV BETHESDA, INC.	2231672
F. & W. FARMS INC.	0804757
GENENCOR U.K. LTD.	2179247
GEO HOLDING COMPANY	2434609
GEOTHERMAL RESOURCES (U.K.) LIMITED	2011745
G. F. R. RENTAL, INC.	2107530
GLEOT CORPORATION	2030928
GO-VIDEO FRANCHISING, INC.	2121188
GRACE E. COMPANY (THE)	2412140
GREENTREE CHILD CARE SERVICES, INC.	2227287
GREFCO EXPORT CORPORATION	0779936
GRIPPLE INCORPORATED	2217207
GUTHRIE PROPERTIES, INC.	0124128
HADDON HALL INC.	2380136
HANNA-BARBERA MUSIC CORP.	0820198
HEALTHSHARE USA, INC.	2515203
HEDDA INC.	2362489

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HILLSIDE BROADCASTING OF LOUISIANA, INC.	2468031
HILLSIDE BROADCASTING OF NORTH CAROLINA, INC.	2413681
HN ACQUISITION CO.	2304571
HYATT OIL COMPANY	0852079
IAII (LATIN AMERICA), LTD.	2071677
IFS MANAGEMENT CORPORATION	2532438
IHS OAKWOOD HOSPITAL OF WINDSOR, MISSOURI, INC.	2202093
INDUSTRIAL APPARATUS MAINTENANCE, INC.	2171736
INNCORP MANAGEMENT CORPORATION	2060784
INORGANIC RECYCLING CORPORATION	2181962
INSURANCE PROCESSING SERVICES, INC.	2175007
INTEGRATED DISTRIBUTION SYSTEMS, INC.	2105898
INTERACTIVE MEDIA INTELLIGENCE CO.	2221083
INTERNATIONAL ADVISORS, INC.	2233098
INTERNATIONAL ASSOCIATION OF MERGER AND ACQUISITION CONSULTANTS	0804504
INTERNATIONAL CENTER FOR INFORMATION, INC.	2278472
INTERNATIONAL MEDICAL RESEARCH ASSOCIATES LTD.	2320437
INVESTOR SERVICES CORP.	2103603
IRDC ESTATE, INC.	0720318
J. A. SEXAUER, INC.	2152475
JENN INDUSTRIES INCORPORATED	0860005
JOINT INVESTMENTS, INC.	2240109
KBL COMMUNICATIONS, INC.	2436932

COMPANY NAME	FILE NUMBER
KDI RESOURCES, INC.	2269736
KENDALL SQUARE RESEARCH CORPORATION	2082647
KIDS MEDICAL CLUB OF ILLINOIS I, INC.	2293954
KINDER-HARRIS, INC.	2197291
KING CLIFFDALE DEVELOPMENT ASSOCIATES, INC.	2234180
KK REALTY CORP.	2138612
KRI RESTAURANTS, INC.	2360033
KW SOFTWARE, INC.	2258973
LANCASTER FINANCIAL CORPORATION	2185893
LANCER ENTERPRISES, INC.	2235778
LARIBEE WIRE MANUFACTURING COMPANY, INC.	0861604
LEASEPARTNERS FINANCE CORP. II	2438519
LEMCO CONSTRUCTION, INC.	2009363
LEPERCQ TALLAHASSEE, INC.	2198136
LGI ELECTRICAL DISTRIBUTION GROUP, INC.	2208236
LIMBO PRODUCTIONS LTD.	2153659
LONGHORN INTERNATIONAL EQUIPMENT, INC.	0824522
LOW COST LINKING, INC.	2017916
LULL ENGINEERING COMPANY, INC.	0769326
LUX-DESIGN CORP.	0937870
MACHINERY DISTRIBUTION, INC.	2001519
MAE FINANCE, INC.	2280795
MAGIC ENTERTAINMENT CORPORATION	2511349
MAREX, INC.	2031138

COMPANY NAME	FILE NUMBER
MARTRES, INC.	2050877
MCDONNELL INFORMATION SYSTEMS LIMITED - PACIFIC, INC.	2160459
MCP SUPPLY CORP.	2355660
MEADOWACRES HOLDINGS LIMITED	2201065
MEADOWBROOK REHABILITATION GROUP, INC.	2103346
MEDMASTER SYSTEMS OF CALIFORNIA, INC.	2064270
MEJ MARINE, INC.	0943209
MERLIN PHARMACEUTICAL CORPORATION	2343806
METAL SPINNERS, INC.	0875169
MIDDLE EAST TRADE INVESTMENT CENTER (METIC), INCORPORATED	2380282
MINCO ACQUISITION CORPORATION	2171018
MISS TERRI, INC.	0859129
MODERN DAIRY OF CHAMPAIGN, INC.	2557841
MOLDINGCRAFT CORPORATION	0779791
MOUNTAINEER BOLT INC.	2197269
MOUNTAINFLIGHT, INC.	2093079
MPC GROUP INC. (THE)	2179875
MSS ESTATE, INC.	2197733
MUNCH'S MANAGEMENT CORP.	0944892
MUNSON TRANSPORTATION, INC.	2051239
NAC LEASING CORP.	2265777
NAJD II CORP.	2165969
NATIONAL ASSOCIATION OF MERGER AND ACQUISITION CONSULTANTS	0791944

COMPANY NAME	FILE NUMBER
NATIONAL CITY MANAGEMENT COMPANY	0629609
NATIONWIDE REMITTANCE CENTERS INC.	2070806
NATIVE AMERICAN HEALTH CONSULTANTS, INC.	2137467
NEW AGE ADVERTISING, INC.	2122981
NEWPORT POINT, INC.	2312327
NEWSBANK, INC.	2009791
NEW TRADEWINDS CORP.	2340744
NICH I, INC.	2492162
NIL CORPORATION	2132365
NILTIAC TRADING (H.K.) INC.	2162489
NI WINCHESTER REALTY CORP.	2316623
NOFARG, INC.	2038317
NORLAND CORPORATION	2235346
OLD FURNIVAL COMPANY	0766607
OMNIMODAL DEVELOPMENT CORPORATION	2363464
OUTDOOR WORLD, LTD.	0773706
OVERSEAS MEDICAL CORP.	2304868
OXEYE CORPORATION	2030617
PALAVER SYSTEMS, INC.	2240107
PATHE TS, INC.	2084821
PSBA CORP.	2312809
PBS BUILDING SYSTEMS OF AMERICA, INC.	0890674
PDG OF DELAWARE, INC.	2434607
PEACHTREE SOFTWARE, INC.	2174176

COMPANY NAME	FILE NUMBER
PEGASUS TRADING GROUP, INC.	2636793
PENN-PACIFIC CORP.	0772253
PERCHERON INCORPORATED	0922248
PLANT HOLDING, INC.	0937858
PREMIER GAMING MANAGEMENT, INC.	2400081
PRESIDENT BAKING COMPANY, INC.	2027583
PRESTIGE TRADING CORPORATION	2226217
PROCOFRANCE S.A.	2018873
PROFESSIONAL SURGERY MANAGEMENT CORPORATION	2311096
QUALIFIT KITCHENS LIMITED	2309804
Q.E.D. PUBLISHING COMPANY	2269927
RABEL AVIATION, INC.	2348201
REALTY INTERNATIONAL CORPORATION	0668496
REFRIGERATION SYSTEMS, INC.	2419329
REGNOS CORPORATION	0819267
REUTERS COMMUNICATIONS INC.	2092381
RHINELANDER TEXAS INCORPORATED	2225608
RIMON U.S., INC.	2006394
RMF REALTY SERVICES, INCORPORATED	2005332
R&M HOLDING COMPANY	2192622
ROBERT A. CHAISSON INC.	2031262
ROBERT C. ARCHER, INCORPORATED	0787110
ROBINSON CHANCE ENTERPRISES, INC.	0489130
ROCKFORD AUTOMATION, INC.	0551320

COMPANY NAME	FILE NUMBER
ROSENBURG WIRELESS, INC.	2325968
ROSS-VIKING MERCHANDISE CORPORATION	0669628
RPT BOSTON REALTY, INC.	2318875
SAMPSON INTERNATIONAL CORPORATION	0935680
SANBORN INC.	2117706
SAND CASTLE MARINE SERVICES, INC.	2041080
SANDPOINT DESIGN, INC.	2387478
SANTA FE ENERGY RESOURCES OF BOLIVIA, INC.	2221023
SANTA FE PACIFIC FUELS COMPANY	2080477
SAPCO, LTD.	2473251
SAZALE (USA) CORPORATION	2193339
SCHERING BERLIN CAPITAL CORPORATION	2201301
SDSS WIND-UP CO.	0618580
SEADRILL, INC.	0950799
SECOMA U.S. INC.	2202852
SECURED TECHNOLOGIES LTD.	2261100
SECURITY FIRST MANAGEMENT CORPORATION	2098163
SERACARE, INC.	2276068
SERVICECO TRANSACTIONS MID-ATLANTIC, INC.	2502346
SFFB HOLDINGS, INC.	2112448
SHANGRI-LA STABLES, INC.	0946540
SHOEMAKER ENTERPRISES, INC.	0640915
SIEGFRIED CONSTRUCTION CO., INC.	2088744

COMPANY NAME	FILE NUMBER
SIGNAL MANAGEMENT CORPORATION	0653112
SIMKINS INDUSTRIES OF PUERTO RICO, INC.	0819648
SKY BOX HOLDING COMPANY, INC.	2376655
SOMERSET CORP.	2119482
SOUTHERN ALUMINUM & STEEL CORPORATION	0942807
SOUTHPORT INVESTORS, INC.	2195933
SOUTH TEXAS PIPELINE COMPANY	2131467
SOUTHEASTERN DIAGNOSTIC SERVICES, INC.	2218842
SPECO CORPORATION	2096921
SPIN FORGE, INC.	2303533
STAFFORD LAKES CORPORATION	2203556
STAR FACTORY, INC.	2342069
STERLINGCARE GROUP, LTD. (THE)	2170601
STEWART INVESTMENTS, INC.	2532806
STIMMEL INDUSTRIES, INC.	2175766
STORK GAMCO INC.	0617903
SURFTEK INTERNATIONAL, INC.	2378065
SWPP DEVELOPMENT CORPORATION	2169181
S/Y LEGEND, INC.	2365756
TAI, INC.	0718606
THOMSON MCKINNON LEASING INC.	0948486
THOMSON MCKINNON SECURITIES INC.	0677030
TIPIAK INC.	2226554
TLA ASSOCIATES, INC.	2326101

COMPANY NAME	FILE NUMBER
TONY EVANS ENTERPRISES, INC.	0810532
TOWERS FINANCIAL CORPORATION	2092482
TRANSCO EXPLORATION PROJECTS COMPANY	2234548
TMAX, INC.	2356095
TRINADA, INC.	2243903
TSC HOLDING COMPANY, INC.	2383910
TSC SERVICE CORPORATION, INC.	2383911
UCI MANAGERS, INC.	2440719
UNION STEEL CORPORATION	0592528
UNION TECHNOLOGIES INC.	2034352
UNITED MEDICORP FINANCIAL CORPORATION	2240722
UNITED PETRON ENERGY, INC.	2476228
UNITED PETRON OPERATING COMPANY	2476227
U.S.I.V. CORP.	0840555
UTAH GRIZZLIES PROFESSIONAL HOCKEY CLUB, INC.	2338566
UTC HOLDINGS, INC.	2320617
VIDEO SOFTWARE DEALERS ASSOCIATION OF PORTLAND, INC.	2073855
VILLAGE LINCOLN-MERCURY MOTORS, INC.	0644813
WALLACE FURNITURE, INC.	2175177
WANNER WORLDWIDE COMMUNICATIONS, INC.	2277229
WB WIND-UP CO.	2111548
WEBB/AMERICA INCORPORATED	2095388
WEIMAN CO., INC.	0693324
WESTERN COLORADO BOOT & MOCCASIN CORPORATION	2361123

COMPANY NAME	FILE NUMBER
WESTERN EXPLOSIVES SYSTEMS COMPANY	2256663
WESTERN LINEN CORPORATION	2122857
W.H. CORPORATION	2129980
WIDEWATER (DELAWARE) CORPORATION	2203562
WISC TRADING CORPORATION	0677262
XRIDE CORPORATION	2262810
49ERS INC. (THE)	0704308
400 SECOND STREET CORPORATION	0950008
1801 CENTURY PARK EAST INCORPORATED	2043802
2000 NET, INC.	2587465
10670 NCECC, INC.	2119596

CERTIFICATE OF RESTORATION AND REVIVAL OF

CERTIFICATE OF INCORPORATION

OF

J. A. SEXAUER, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation".) is J. A. SEXAUER, INC.

2. The corporation was organized under the provisions of the General Corporation Law of the State of Delaware, on the nineteenth day of February, 1988.

3. The address of the registered office of the corporation in the State of Delaware and the name of the registered agent at such address are as follows: Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle.

4. The corporation hereby procures a restoration and revival of its certificate of incorporation, which became inoperative by law on November 5, 1997 pursuant to Section 136 (c) of the General Corporation Law of the State of Delaware.

5. The certificate of incorporation of the corporation. which provides for and will continue to provide for, perpetual duration, shall, upon the filing of this Certificate of Restoration and Revival of the Certificate of Incorporation in the Department of State of the State of Delaware, be restored and revived and shall become fully operative upon filing.

6. This Certificate of Restoration and Revival of the Certificate of Incorporation is filed by authority of the duly elected directors as prescribed by Section 312 of the General Corporation Law of the State of Delaware.

Signed on January 26, 1998

John H. FitzSimons

John H. FitzSimons
Vice President and Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/27/1998
981027701 - 2152475

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 12/26/2000
001648332 - 2153409

CERTIFICATE OF OWNERSHIP AND MERGER

OF

J.A. SEXAUER, INC.,
TRAYCO OF S.C., INC.,
BARNETT INC.,
U.S. LOCK CORPORATION,

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of the stock of J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("US Lock") (collectively, the "Subsidiaries"), which are business corporations of the State of Delaware.

3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiaries into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and the Subsidiaries, which are wholly-owned subsidiaries of the Corporation, be merged on the following terms and conditions (the "Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. The Subsidiaries shall be the merged corporations and their separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.

(d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of the Subsidiaries and the Corporation.

(h) The executed Agreement of Merger is on file at an office of Wilmar, the address of which is as follows: 303 Harper Drive, Moorestown, New Jersey 08057.

(i) A copy of the aforesaid Agreement of Merger will be furnished by Wilmar, on written request and without cost, to any shareholder of any of the Subsidiaries.

(j) The Corporation shall agree that it may be served with process in Delaware in any proceeding for enforcement of any obligation of any of the Subsidiaries, as well as for enforcement of any obligation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware, and shall irrevocably appoint the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon the Secretary of State is: 303 Harper Drive, Moorestown, NJ 08057.

(k) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and the Subsidiaries, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(l) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

[Remainder of this page left intentionally blank]

Executed on December 22, 2000

WILMAR INDUSTRIES, INC.

By: ______________________

Name: William Sanford

Title: Senior V.P. and CFO

Draft NY5: [illegible]

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Search Results

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Deliver To:	**ATTN: PAMELA OLSEN** **KAZAN,MCCLAIN,ABRAMS,FERNANDEZ,LYONS,FARISSE & GREENWOOD A PROF. LAW CORP** **171 TWELFTH ST., THIRD FL.** **OAKLAND,CA 94607** **Ref: RONALD BLATT**	**From:**	JENNIFER VILLA CT LIEN SOLUTIONS SACRAMENTO 1232 Q STREET SACRAMENTO CA 95811 Ph: 8003442382 Ex: 0221 Fax: 8007804795 Email: udssorders@uccdirect.com

Date:	**13-Nov-2009 12:28PM**	**Order #:**	20896958	**Item #:**	1
Client #:	251397				
Subject:	**J.A. SEXAUER, INC. - 0917889**				
Jurisdiction:	DE Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	12-Nov-2009				
Results:	Certified Copies Attached				

Comments:

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "J.A. SEXAUER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF JULY, A.D. 1981, AT 10 O'CLOCK A.M.

CERTIFICATE OF DISSOLUTION, FILED THE SIXTH DAY OF AUGUST, A.D. 1984, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "J.A. SEXAUER, INC.".

SECRETARY'S OFFICE 1793 DELAWARE 1847

Jeffrey W. Bullock, Secretary of State

0917889 8100H

AUTHENTICATION: 7637751

091010586

DATE: 11-12-09

FILED

JUL 7 1981 10am

[signature]
SECRETARY OF STATE

J.A. SEXAUER, INC.

Certificate of Incorporation

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

ARTICLE I

The name of the Corporation is J.A. Sexauer, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is No. 100 West 10th Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is one thousand

(1,000) shares of Common Stock, and the par value of each such share is one dollar ($1.00).

ARTICLE V

The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE VI

Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

ARTICLE VII

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to adopt, amend and repeal from time to time By-laws of the Corporation.

ARTICLE VIII

The incorporator of the Corporation is Valerie Casey, whose mailing address is Room 4500, 140 Broadway, New York, New York 10005. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation.

ARTICLE IX

The name and mailing address of the person who is to serve as the sole director of the Corporation until the first annual meeting of stockholders or until his successor is elected and qualified is as follows:

Name	Mailing Address
Robert L. Wallace	Suite 659, 230 Park Avenue New York, New York 10017

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of July, 1981.

Valerie Casey

Valerie Casey

In the Presence of:

Helga I Cognate

00004

8402190213

FILED

AUG 6 1984

9 A.M.

CERTIFICATE OF DISSOLUTION

of

J.A. SEXAUER, INC.

BY UNANIMOUS CONSENT OF SOLE STOCKHOLDER

THE UNDERSIGNED, being the sole owner and holder of all the outstanding stock entitled to vote of J.A. Sexauer, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY GIVE ITS CONSENT in writing to its dissolution pursuant to Section 275 of the General Corporation Law of the State of Delaware, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Delaware.

IN WITNESS WHEREOF this certificate has been executed this 30th day of July, 1984.

THE DYSON-KISSNER-MORAN CORPORATION

By ______________________

Robert L. Wallace, Vice President

OFFICERS AFFIDAVIT

STATE OF NEW YORK]

COUNTY OF NEW YORK] SS.

Robert L. Wallace, being duly sworn, deposes and says that he is the President of J.A. Sexauer, Inc. and that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of the sole stockholder entitled to vote on a dissolution; and

SECOND: That the names and residences of the directors and officers of J.A. Sexauer, Inc. are as follows:

DIRECTORS

Name	Residence
Robert L. Wallace	12 Silver Lakes Drive Darien, CT 06820

OFFICERS

Name	Office	Residence
Robert L. Wallace	President	12 Silver Lakes Drive Darien, CT 06820
Victor E. Ameye, Jr.	Treasurer	Lookout Lane Washington Crossing, PA 1897
Wynne Ahlgren	Secretary	53 Oakledge Road Bronxville, NY 10708

Robert L. Wallace

Subscribed and sworn to

before me this 30th day of

July 1984.

Christine Winkelman
Notary Public

CHRISTINE WINKELMAN
Notary Public, State of New York
No. 24-01WI4807417
Qualified in Kings County
Commission Expires March 30, 1986

00003

COMMAND: DSP SCREEN: TAX FILE NO: 0917889 YEAR: INDEX:
CORP: STAT=D D09178-89 J.A. SEXAUER, INC. SCREEN: TAX/

* * * * * * * TAX HISTORY * * * * * * *

YEAR		TAXES	INTEREST	PENALTY	CHECK CHGS	PETITION/EXTENSION DATES & STATUS
1984	DUE	30.00				
	ADJUSTMENT					
	PAID	30.00				
1983	DUE	20.00				
	ADJUSTMENT					
	PAID	20.00				
		02/28/1984	059000491			
1982	DUE	20.00				
	ADJUSTMENT					
	PAID	20.00				
		02/22/1983	340733			

FRANCHISE TAX BALANCE: 0.00

COMMAND: DSP SCREEN: FEF FILE NO: 9028410 REQ #: 842190213 INDEX:
AGENT: STAT=1 C90284-10 DYSON-KISSNER-MORAN CORPORATION SCREEN: FEF/

* * * * * * * DOCUMENT FILING CHARGES * * * * * * *

SEQ CORPORATION DOC DESCRIPTION	FILING FEE RCVNG/INDEX	MISCELLANEOUS FRANCHISE
01 0917889 J.A. SEXAUER, INC.	10.00	20.00
0275 DISSOLUTION, STOCK CORPORATION	25.00	30.00

TOTAL CHARGES: 85.00 SERVICE REQUEST BALANCE: 0.00

COMMAND: DSP SCREEN: FEP FILE NO: 9028410 REQ #: 842190213 INDEX:
AGENT: STAT=1 C90284-10 DYSON-KISSNER-MORAN CORPORATION SCREEN: FEP/SRV

* * * * * * * SERVICE REQUEST PAYMENT RECORD * * * * * * *

STATUS: CLOSED, INVOICED LAST CHANGED 08/20/1984 BY LHM

P A Y M E N T S R E C E I V E D

SEQ	TYPE	CHECK #	AMOUNT	STATUS	BATCH	DATE	FROM SRN
01	CASH	204	55.00	D DEPOSITED	6333	08/08/1984	
02	CASH	2061	30.00	D DEPOSITED	6474	08/20/1984	

TOTAL PAYMENTS: 85.00 SERVICE RQST BALANCE: 0.00

COMMENTS:

00004

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Date:	**13-Nov-2009 12:24PM**	**Order #:**	20896958	**Item #:**	3
Client #:	251397				
Subject:	**THE DYSON-KISSNER-MORAN CORPORATION**				
Jurisdiction:	DE Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	12-Nov-2009				
Results:	Certified Copies Attached**				

Comments:
****Please note that per your instructions, documents were obtained from 1970-1999 only.**

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF "THE DYSON-KISSNER CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 1970, AT 10 O'CLOCK A.M.

SECRETARY'S OFFICE · 1793 · DELAWARE · 1847

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638005

DATE: 11-12-09

CERTIFICATE OF RETIREMENT

OF

THE DYSON-KISSNER CORPORATION

5588-20

FILED

APR 10 1970 10 A.M.

Eugene Rossides

Secretary of State

THE DYSON-KISSNER CORPORATION

CERTIFICATE OF REDEMPTION

OF

PREFERRED STOCK OUT OF CAPITAL

The Dyson-Kissner Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That pursuant to the provisions of section 243 of the General Corporation Law of the State of Delaware, and subject to the provisions of its Certificate of Incorporation, One Thousand Two Hundred Twenty-Three (1,223) shares of its issued and outstanding $4.00 Non-Cumulative Preferred Stock were redeemed.

SECOND: That the capital of the corporation is hereby reduced by the amount of capital which was applied to such redemption, to wit One Hundred Twenty-Two Thousand Three Hundred Dollars ($122,300) which amount is the same as the amount of capital represented by the shares so redeemed.

THIRD: That the assets of the corporation remaining after such redemption are sufficient to pay any debts of the corporation, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, The Dyson-Kissner Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Frederick W. Beck, its Vice President, and attested by Wynne Ahlgren, its Assistant Secretary, this 2nd day of April, 1970.

THE DYSON-KISSNER CORPORATION

By Frederick W Beck
Vice President

(CORPORATE SEAL)

THE DYSON-KISSNER CORPORATION SEAL 1960 DELAWARE

ATTEST:

By Wynne Ahlgren
Assistant Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 2nd day of April, 1970, personally came before me, a Notary Public in and for the County and State aforesaid, Frederick W. Beck, Vice President of The Dyson-Kissner Corporation, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

ANNABELLE L. POSIK
NOTARY PUBLIC
STATE OF NEW YORK
(SEAL)

Annabelle L. Posik
Notary Public

ANNABELLE L. POSIK
NOTARY PUBLIC, State of New York
No. 03-8414650
Qualified in Bronx County
Commission Expires March 30, 1972

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "THE DYSON-KISSNER CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 1972, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638006

DATE: 11-12-09

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE DYSON-KISSNER CORPORATION (DEL.DOM.)

MERGING

DYSON-KISSNER PROPERTIES, INC. (DEL.DOM.)

5588.20 -

FILED

NOV 10 1972 10 AM

Walton H. Simpson
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DYSON-KISSNER PROPERTIES, INC.

INTO

THE DYSON-KISSNER CORPORATION

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

THE DYSON-KISSNER CORPORATION, a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: The Corporation was incorporated on October 28, 1960 pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns all the outstanding shares of the capital stock of Dyson-Kissner Properties, Inc. ("DKP"), a corporation incorporated on September 13, 1968 pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Corporation, by the following resolutions of its Board of Directors duly adopted by unanimous written consent of its members on November 1, 1972, determined to merge into itself DKP:

> RESOLVED, that the Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware hereby determines to merge Dyson-Kissner

Properties, Inc. ("DKP") into the Corporation and to assume all of the obligations of DKP;

RESOLVED, that the proper officers of the Corporation are hereby directed to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolution to merge DKP into the Corporation and to assume all of the obligations of DKP, and the date of adoption of such resolution, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect such merger; and

RESOLVED, that the merger shall become effective upon the date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its Vice President, and attested by its Assistant Secretary, this 1st day of NOV, 1972.

THE DYSON-KISSNER CORPORATION

By ______________________
Frederick W. Beck
Vice President

Attest:

By ______________________
[illegible]
Assistant Secretary

STATE OF DELAWARE - SECRETARY OF STATE - DOVER, DEL. 19901

STATEMENT OF FRANCHISE TAX DUE

951132

NOTICE

CHECKS SHOULD BE MADE PAYABLE TO: SECRETARY OF STATE OF DELAWARE
AND MAY BE FORWARDED TO YOUR DELAWARE REGISTERED AGENT FOR TRANSMITTAL

DYSON-KISSNER PROPERTIES, INC. 6870-26 NOV. 10, 1972
merged into THE DYSON-KISSNER CORPORATION ~~5588-2~~

REGISTERED AGENT CORP. NUM.

CORP. TR. CO.

PAID

NOV 14 1972

SECRETARY OF STATE

AUTHORIZED SHARE PAR NO. PAR NO.

YEAR	FRANCHISE TAX	REPORT PENALTY	CUMULATIVE INTEREST	PREVIOUS BALANCE	TOTAL DUE
1971	PAID				
1972	diss.	11-15-72		code (85)	20.00
					20.00

DUE DATE: All taxes not paid before July 1st next following date of assessment, are liable to INTEREST PENALTY: of one per centum of amount per month from said July 1st, until date of payment. This penalty should be included when mailing remittance. Receipt will not be issued. File number shown above should appear on your check.

PLEASE RETURN THIS COPY WITH YOUR REMITTANCE

CORRECTION: DUE DATE & PENALTY DATE IS JUNE 1ST -- NOT JULY 1ST.

PW

Certificate of Ownership of "THE DYSON-KISSNER CORPORATION",

merging "DYSON-KISSNER PROPERTIES, INC.",

pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the tenth day of November, A.D. 1972, at 10 o'clock A.M.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1974, AT 10 O'CLOCK A.M.

SECRETARY'S OFFICE DELAWARE

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638007

DATE: 11-12-09

CERTIFICATE OF AMENDMENT

OF

THE DYSON-KISSNER CORPORATION

5588-20

FILED

NOV 12 1974 10Am

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER CORPORATION

The Dyson-Kissner Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the said Corporation, at a meeting duly held, adopted the following resolution:

RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable to amend Article IV of the Corporation's Certificate of Incorporation, so that, as amended, said Article IV shall read as follows:

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is Twenty-eight Thousand Seven Hundred Fifty (28,750) shares, of which

(a) Eighteen Thousand Seven Hundred Fifty (18,750) shares shall be $4.00 Cumulative Participating Preferred Stock of the par value of Twenty-five Dollars ($25.00) per share; and

(b) Ten Thousand (10,000) shares shall be Common Stock of the par value of One Dollar ($1.00) per share.

The following is a statement of the designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights in respect of the several classes of stock of the Corporation.

1. Dividend Rights. The holders of the shares of the $4.00 Cumulative Participating Preferred Stock (the "Cumulative Preferred Stock") shall be entitled to receive out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, dividends at the rate of $4.00 per share per annum payable quarter-annually on the last days of January, April, July and October in each year, commencing with the quarter-annual dividend payable October 31, 1975. Commencing August 1, 1975, such preferential dividends shall accrue from the first day of the quarter-annual dividend period and shall be cumulative so that if dividends in respect of any quarter-annual dividend period at the rate of $4.00 per share per annum shall not have been paid upon or declared and set apart for the Cumulative Preferred Stock, the deficiency shall be fully paid or set apart before any dividend shall be paid upon or declared or set apart for the Common Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock.

Preferential dividends on the Cumulative Preferred Stock shall be deemed to accrue from day to day. A quarter-annual dividend period shall begin on the day following each dividend payment date set forth above and end on the next succeeding dividend payment date. Accumulations of dividends on any shares of Cumulative Preferred Stock shall not bear interest.

In addition to the fixed preferential dividends set forth in the next preceding subparagraph, the holders of shares of the Cumulative Preferred Stock shall, from the date of issuance of such shares to but not including August 1, 1975, be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends in an amount per share equal to 2-2/3% of the amount per share of any dividends on the Common Stock payable with respect to a record date falling within such period, and shall, commencing August 1, 1975, be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends for each year ending on July 31 in an aggregate amount per share equal to the excess over $4.00 of 2-2/3% of the aggregate amount per share of dividends on the Common Stock payable with respect to a record date falling within such year. In the case of shares of Cumulative Preferred Stock which cease to be outstanding in any year prior to July 31, such participating dividends for such period shall be in an aggregate amount per share equal to the excess over the paid or accrued preferential dividends on the Cumulative Preferred Stock for such period of 2-2/3% of the aggregate amount per share of dividends on the Common Stock payable with respect to a record date falling within such period. Any such participating dividend shall be payable, without further action by the Board of Directors, in the same manner (including without limitation the same record and payment dates) as the dividend on the Common Stock giving rise to such participating dividend, commencing with the first such dividend on the Common Stock. In the case of shares of Cumulative Preferred Stock which are outstanding for only a part of any year ending on July 31, the aggregate participating dividends for such period shall be payable, to the extent not previously payable, by a dividend payable on the date such shares cease to be outstanding to holders of record as of such date. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating dividends to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall, instead of being determined in relation to 2-2/3% of the aggregate amount per share of dividends on the Common Stock, be determined in relation to an amount calculated by dividing by 18,750 the aggregate amount of dividends declared on all shares originally represented by 500 shares of the Common Stock.

No dividend shall be declared, paid or set apart for payment on, and no other distribution shall be made or ordered in respect of, any share or shares of any other class of stock ranking on a parity with the Cumulative Preferred Stock in respect of dividends or assets unless there shall have been declared and paid or set apart for payment on all shares then outstanding of the Cumulative Preferred Stock for the same quarter-annual dividend period or part thereof, dividends in proportion to the respective dividend rates fixed for the Cumulative Preferred Stock and said parity stock.

Subject to the limitations set forth above, dividends may be paid upon the Common Stock when and as declared by the Board of Directors from assets legally available therefor.

2. Redemption. Subject to the limitations hereinafter set forth, the Cumulative Preferred Stock shall be redeemable, in whole at any time but not in part, to the extent permitted under the laws of the State of Delaware, at the election of the Board of Directors, upon notice given as hereinafter provided, at a redemption price equal to but no more than $100 per share plus an amount equal to all dividends accrued thereon and not paid as of the date fixed for redemption whether or not such dividends have been declared, subject, however, in the event of dissolution of the Corporation within one year thereafter to a supplementary participating payment, as more fully set forth in paragraph 3 below. Notice of intention to redeem and of the date and place of redemption shall be mailed not less than thirty (30) days prior to the date fixed for redemption (the "redemption date") to each holder of record of shares to be redeemed at his last known post office address shown on the records of the Corporation. On and after the redemption date set forth in said notice, each holder of shares of the Cumulative Preferred Stock called for redemption shall present and surrender his certificate(s) for such shares at the place designated in said notice and shall thereupon be entitled to receive the redemption price. If notice of redemption shall have been given as aforesaid, then notwithstanding that any or all of the certificates representing any shares called for redemption shall not have been surrendered (unless default shall be made by the Corporation in payment of the redemption price), dividends on such shares shall cease to accrue on the redemption date, and all rights of the holders of the Cumulative Preferred Stock with respect to the shares so called for redemption shall forthwith upon the redemption date cease and terminate, except the right of the holders thereof to receive the redemption price without interest upon surrender of the certificate, and such shares shall not thereafter be transferred (except with the consent of the Board of Directors) on the books of the Corporation, and such shares shall not be deemed to be outstanding for any purpose whatsoever.

In the event that any shares of the Cumulative Preferred Stock called for redemption shall not have been surrendered for redemption within six months succeeding the redemption date, and if the funds for such redemption for such six month period were deposited with any paying agent or otherwise set apart so as to have been continuously available for the redemption of such shares, then such funds may again be used by the Corporation for its corporate purposes and the holders of shares of stock so called for redemption or surrender during such six month period shall thereafter have only the right of general unsecured creditors to the redemption price of such shares and shall in no event be entitled to interest.

Nothing contained in this section shall limit any legal right of the Corporation to purchase, to the extent permitted under the laws of the State of Delaware, any shares of the Cumulative Preferred Stock.

Subject to the foregoing provisions, the Board of Directors in its sole discretion shall have power and authority to prescribe the manner and the terms and conditions upon which the Cumulative Preferred Stock shall be redeemed.

Shares of Cumulative Preferred Stock redeemed or purchased by the Corporation may not thereafter be reissued by the Corporation.

3. Distribution of Assets. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation the holders of shares of the Cumulative Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $100 per share plus an amount equal to all dividends accrued and unpaid thereon, as of the date of distribution, whether or not such dividends have been declared, before any distribution of such assets shall be made to holders of Common Stock or any other class of stock or series thereof hereafter created ranking junior to the Cumulative Preferred Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all outstanding shareholders of Cumulative Preferred Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Cumulative Preferred Stock shall be distributed among such shareholders in proportion to the full amounts to which they are respectively entitled.

After payment of the fixed preferential distribution set forth in the second preceding subparagraph, shares of the Cumulative Preferred Stock shall participate with the shares of Common Stock in an amount per share equal to the excess over $100 of 2-2/3% of the aggregate amount per share distributed on the Common Stock. Holders of shares of the Cumulative Preferred Stock called for redemption by the Corporation one year or less prior to the date of dissolution of the Corporation shall be entitled to a like participation with respect to their shares of the Cumulative Preferred Stock so called. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating distributions to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall be in an amount per share equal to the excess over $100 of an amount calculated by dividing by 18,750 the aggregate distributions to be paid on all shares originally represented by 500 shares of the Common Stock.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of Cumulative Preferred Stock as hereinbefore provided, and subject to the foregoing rights of participation by shares of Cumulative Preferred Stock, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of Common Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock, subject to any preference to such assets hereafter determined for any such newly created stock or series thereof, in proportion to the respective number of shares held by them.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph 3.

4. Conversion. Shares of the Cumulative Preferred Stock may not be converted into, or exchanged for, any other class of stock or series thereof of the Corporation.

5. Voting. Each holder of shares of Common Stock shall be entitled to cast one vote in respect of each share of such stock held by him and shall be entitled to cast such vote for any and all purposes. Except as otherwise provided herein and except as provided by law, the holders of shares of the Cumulative Preferred Stock shall not be entitled to vote for any purpose whatsoever.

If the Corporation shall be in default in the payment of dividends on the Cumulative Preferred Stock in an amount equivalent to or exceeding four full quarterly dividends (whether or not consecutive), the number of directors constituting the Board of Directors shall be increased by one and holders of shares of the Cumulative Preferred Stock, voting separately as one class, shall be entitled at the next annual meeting of stockholders or the next special meeting of stockholders, or at a special meeting of holders of shares of the Cumulative Preferred Stock called as hereinafter provided, to fill such newly created directorship, each share of the Cumulative Preferred Stock entitling the holder thereof to one vote; provided, however, that when all arrears in dividends on the Cumulative Preferred

Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then (i) the right of holders of shares of the Cumulative Preferred Stock to participate in the election of one director shall cease but subject always to the same provisions for vesting of such voting rights in the case of any similar future arrearages in dividends; (ii) the term of the director then in office elected by holders of shares of the Cumulative Preferred Stock shall terminate; and (iii) the number of directors constituting the Board of Directors shall be reduced by one.

Whenever such voting right shall vest, it may be exercised initially either at a special meeting of holders of shares of the Cumulative Preferred Stock or at any annual or special stockholders' meeting, but thereafter it shall be exercised only at annual stockholders' meetings. A special meeting for the exercise of such right shall be called by the President or any Vice President of the Corporation within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock, and such meeting shall be held at the earliest practicable date thereafter; however, no such special meeting shall be held during the 90-day period preceding the date fixed for the annual meeting of stockholders.

Any director who shall have been elected by holders of shares of the Cumulative Preferred Stock shall hold office for a term expiring (subject to the earlier payment of arrears in dividends) at the next annual meeting of stockholders, and during such term may be removed at any time, either for or without cause, only by the affirmative votes of holders of record of a majority of the outstanding shares of the Cumulative Preferred Stock given at a special meeting of such stockholders called for the purpose. Any vacancy created by such removal may also be filled at such meeting. A meeting for the removal of a director elected by holders of the Cumulative Preferred Stock and the filling of the vacancy created thereby shall be called by the President or any Vice President of the Corporation within ten days after receipt of a request therefor, signed by holders of not less than 25% of the then outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

Any vacancy caused by the death or resignation of a director who shall have been elected by holders of shares of the Cumulative Preferred Stock may be filled only by holders of shares of the Cumulative Preferred Stock at a meeting called for such purpose. Such meeting of holders of shares of the Cumulative Preferred Stock shall be called by the President or any Vice President of the Corporation at the earliest practicable date after any such death or resignation and in any event within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

If any meeting of holders of shares of the Cumulative Preferred Stock required by this paragraph 5 to be called shall not have been called within ten days after personal service of a written request therefor upon the President or any Vice President of the Corporation or within 15 days after mailing the same within the United States of America by registered mail addressed to the President or any Vice President of the Corporation at its principal office, then holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock may designate in writing one of their number to call such a meeting at the expense of the Corporation and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders. Any holder of shares of the Cumulative Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing meetings of stockholders to be called pursuant to these provisions.

Any meeting of holders of shares of the Cumulative Preferred Stock to vote for the election or removal of a director shall be held at the place for the holding of the annual meeting of stockholders of the Corporation or, in the case of a special meeting, at such place within or without the State of Delaware reasonably convenient to the holders of shares of the Cumulative Preferred Stock as may be specified in the notice thereof. At such meeting, the presence in person or by proxy of holders of a majority of the outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum; in the absence of a quorum, a majority of the holders present in person or by proxy shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. A director shall be chosen at any such meeting by a plurality of the votes cast at the election, and the question of removal of a director shall be determined by a majority of the votes cast on such question.

SECOND: That the Amendment has been consented to and authorized by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Section 228 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

THIRD: That the Amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of Chapter 1 of Title 8 of the Delaware Code.

IN WITNESS WHEREOF, The Dyson-Kissner Corporation has caused this Certificate of Amendment to be signed by Charles H. Dyson, its Chairman of the Board of Directors, and attested by Kenneth R. LaVoy, Jr., its Secretary, this 11th day of November 1974.

THE DYSON-KISSNER CORPORATION

By Charles H. Dyson
Chairman of the Board of Directors

ATTEST:

By Kenneth R LaVoy Jr
Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 11th day of November 1974, personally came before me, a Notary Public in and for the County and State aforesaid, Charles H. Dyson, Chairman of the Board of Directors of The Dyson-Kissner Corporation, a corporation of the State of Delaware, and he duly executed the foregoing Certificate of Amendment before me and acknowledged the said Certificate to be his act and deed and the act and deed of the said Corporation; that the facts stated therein are true; and that the seal affixed to the said Certificate is the corporate seal of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 11th day of November, 1974.

Elizabeth L. Barney

L. BARNEY
New York

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 1976, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638008

DATE: 11-12-09

CERTIFICATE OF AMENDMENT

OF

THE DYSON-KISSNER CORPORATION

5558-20

FILED

MAR 17 1976

Robert H. Bard [signature]

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER CORPORATION

The Dyson-Kissner Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the said Corporation, by written consent, adopted the following resolution:

RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable to amend Article V of the Corporation's Certificate of Incorporation by adding to said Article V a Paragraph 7 which shall read as follows:

7. The Corporation will not issue, reissue, sell or otherwise transfer any common stock or other voting stock of the Corporation, unless such issuance, reissuance, sale or other transfer shall first have been approved by the affirmative vote of the holders of a majority of such stock of the Corporation then issued and outstanding.

SECOND: That the Amendment has been consented to and authorized by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Section 228 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

THIRD: That the Amendment was duly adopted in accordance with the applicable provisions of Sections 141(f), 228 and 242 of Chapter 1 of Title 8 of the Delaware Code.

IN WITNESS WHEREOF, The Dyson-Kissner Corporation has caused this Certificate of Amendment to be signed by Frederick W. Beck, its Vice President and attested by Kenneth R. LaVoy, Jr., its Secretary, this 4th day of March, 1976.

THE DYSON-KISSNER CORPORATION

By Frederick W Beck
Vice President

CORPORATE SEAL

ATTEST:

By Kenneth R LaVoy Jr.
Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 4th day of March, 1976, personally came before me, a Notary Public in and for the County and State aforesaid, Frederick W. Beck, a Vice President of The Dyson-Kissner Corporation, a corporation of the State of Delaware, and he duly executed the foregoing Certificate of Amendment before me and acknowledged the said Certificate to be his act and deed and the act and deed of the said Corporation; that the facts stated therein are true; and that the seal affixed to the said Certificate is the corporate seal of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 4th day of March, 1976.

Mary B. Creagh

MARY B. CREAGH
NOTARY PUBLIC, State of New York
No. 41-4510733
Qualified in Queens County
Commission Expires March 30, 1977

MARY B. CREAGH NOTARY PUBLIC STATE OF NEW YORK

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER CORPORATION", CHANGING ITS NAME FROM "THE DYSON-KISSNER CORPORATION" TO "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1979, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

AUTHENTICATION: 7638009

091013314

DATE: 11-12-09

5588-20

FILED

[illegible] 10 [illegible] 10Am.

[illegible]

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER CORPORATION

The Dyson-Kissner Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the said Corporation, at a meeting duly held, adopted the following resolution:

> RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable to amend Article I of the Corporation's Certificate of Incorporation, so that, as amended, said Article I shall read as follows:
>
> ARTICLE I
>
> The name of the Corporation is
>
> THE DYSON-KISSNER-MORAN CORPORATION

SECOND: That the Amendment has been consented to and authorized by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Section 228 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

THIRD: That the Amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of

Chapter 1 of Title 8 of the Delaware Code.

IN WITNESS WHEREOF, The Dyson-Kissner Corporation has caused this Certificate of Amendment to be signed by John A. Moran, its President and attested by Kenneth R. LaVoy, Jr., its Secretary, this 6th day of September, 1979.

[Corporate Seal]

THE DYSON-KISSNER CORPORATION

Attest:

By Kenneth R LaVoy Jr
Secretary

By John A Moran
President

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 6th day of September, 1979, personally came before me, a Notary Public in and for the County and State aforesaid, John A. Moran, the President of The Dyson-Kissner Corporation, a corporation of the State of Delaware, and he duly executed the foregoing Certificate of Amendment before me and acknowledged the said Certificate to be his act and deed and the act and deed of the said Corporation; that the facts stated therein are true; and that the seal affixed to the said Certificate is the corporate seal of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 6th day of September, 1979.

[Notarial Seal]

GRACE TADA
NOTARY PUBLIC
STATE OF NEW YORK

Notary Public

GRACE TADA
Notary Public, State of New York
No. 41-4514863
Qualified in Queens County
Commission Expires March 30, 1981

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1980, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

AUTHENTICATION: 7638010

091013314

DATE: 11-12-09

5588-20

FILED

NOV 20 1980 10 Am

[illegible]
[illegible]

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That (i) the name of the corporation is THE DYSON-KISSNER-MORAN CORPORATION, (ii) the name under which the corporation was originally incorporated was "The Dyson Company, Inc.", and (iii) the date of filing its original Certificate of Incorporation with the Secretary of State was October 28, 1960.

SECOND: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of Chapter 1 of Title 8 of the Delaware Code and by written consent of the directors in accordance with the provisions of Section 141(f) of Chapter 1 of Title 8 of the Delaware Code.

THIRD: That this Restated Certificate of Incorporation has been consented to and authorized by the holders of all the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Sections 228, 242 and 245 of Chapter I of Title 8 of the Delaware Code and filed with the Corporation.

FOURTH: That the capital of said corporation will not be reduced under or by reason of any amendment in this Restated Certificate of Incorporation.

FIFTH: That the text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

ARTICLE I

The name of the Corporation is

THE DYSON-KISSNER-MORAN CORPORATION

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at No. 100 West 10th Street, in the City of Wilmington, County of New Castle. The name and address of the Corporation's registered agent is The Corporation Trust Company, No. 100 West 10th Street, Wilmington, Delaware.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is Two Hundred Eighteen Thousand Seven Hundred Fifty (218,750) shares, of which

(a) Eighteen Thousand Seven Hundred Fifty (18,750) shares shall be $4.00 Cumulative Participating Preferred Stock of the par value of Twenty-five Dollars ($25.00) per share;

(b) Ten Thousand (10,000) shares shall be Voting Common Stock of the par value of One Dollar ($1.00) per share (the "Voting Common Stock"); and

(c) One Hundred Ninety Thousand (190,000) shares shall be Nonvoting Common Stock of the par value of One Dollar ($1.00) per share (the "Nonvoting Common Stock").

The Voting Common Stock and the Nonvoting Common Stock are hereinafter collectively called the "Common Stock".

The following is a statement of the designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights in respect of the several classes of stock of the Corporation.

1. Dividend Rights. The holders of the shares of the $4.00 Cumulative Participating Preferred Stock (the "Cumulative Preferred Stock") shall be entitled to receive out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, dividends at the rate of $4.00 per share per annum payable quarter-annually on the last days of January, April, July and October in each year, commencing with the quarter-

annual dividend payable October 31, 1975. Commencing August 1, 1975, such preferential dividends shall accrue from the first day of the quarter-annual dividend period and shall be cumulative so that if dividends in respect of any quarter-annual dividend period at the rate of $4.00 per share per annum shall not have been paid upon or declared and set apart for the Cumulative Preferred Stock, the deficiency shall be fully paid or set apart before any dividend shall be paid upon or declared or set apart for the Common Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock.

Preferential dividends on the Cumulative Preferred Stock shall be deemed to accrue from day to day. A quarter-annual dividend period shall begin on the day following each dividend payment date set forth above and end on the next succeeding dividend payment date. Accumulations of dividends on any shares of Cumulative Preferred Stock shall not bear interest.

In addition to the fixed preferential dividends set forth in the next preceding subparagraph, the holders of shares of the Cumulative Preferred Stock shall, from the date of issuance of such shares to but not including August 1, 1975, be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends in an amount per share equal to the amount calculated by dividing by 18,750 the aggregate amount of dividends declared on 10,000 shares of Common Stock payable with respect to a record date falling within such period, and shall, commencing August 1, 1975, be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends for each year ending on July 31 in an aggregate amount per share equal to the excess over $4.00 of the amount calculated by dividing by 18,750 the aggregate amount of dividends declared on 10,000 shares of Common Stock payable with respect to a record date falling within such year. In the case of shares of Cumulative Preferred Stock which cease to be outstanding in any year prior to July 31, such participating dividends for such period shall be in an aggregate amount per share equal to the excess over the paid or accrued preferential dividends on the Cumulative Preferred Stock for such period of the amount payable with respect to a record date falling within such period. Any such participating dividend shall be payable, without further action by the Board of Directors, in the same manner (including without limitation the same record and payment dates) as the dividend on the Common Stock giving rise to such participating dividend, commencing with the first such dividend on the Common Stock. In the case of shares of Cumulative Preferred Stock which are outstanding for only a part of any year ending on July 31, the aggregate participating dividends for such period shall be payable, to the extent not previously payable, by a dividend payable on the date such shares cease to be outstanding to holders of record as of such date. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating dividends to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall, instead of being determined in relation to the amount calculated by dividing by 18,750 the aggregate amount of dividends declared on 10,000 shares of Common Stock, be determined in relation to an amount calculated by dividing by 18,750 the aggregate amount of dividends declared on all shares originally represented by 10,000 shares of the Common Stock.

No dividend shall be declared, paid or set apart for payment on, and no other distribution shall be made or ordered in respect of, any share or shares of any other class of stock ranking on a parity with the Cumulative Preferred Stock in respect of dividends or assets unless there shall have been declared and paid or set apart for payment on all shares then outstanding of the Cumulative Preferred Stock for the same quarter-annual dividend period or part thereof, dividends in proportion to the respective dividend rates fixed for the Cumulative Preferred Stock and said parity stock.

Subject to the limitations set forth above, dividends may be paid upon the Common Stock when and as declared by the Board of Directors from assets legally available therefor. The Voting Common Stock and the Nonvoting Common Stock shall participate equally with respect to the payment of dividends.

2. Redemption. Subject to the limitations hereinafter set forth, the Cumulative Preferred Stock shall be redeemable, in whole at any time but not in part, to the extent permitted under the laws of the State of Delaware, at the election of the Board of Directors, upon notice given as hereinafter provided, at a redemption price equal to but no more than $100 per share plus an amount equal to all dividends accrued thereon and not paid as of the date fixed for redemption whether or not such dividends have been declared, subject, however, in the event of dissolution of the Corporation within one year thereafter to a supplementary participating payment, as more fully set forth in paragraph 3 below. Notice of intention to redeem and of the date and place of redemption shall be mailed not less than thirty (30) days prior to the date fixed for redemption (the "redemption date") to each holder of record of shares to be redeemed at his last known post office address shown on the records of the Corporation. On and after the redemption date set forth in said notice, each holder of shares of the Cumulative Preferred Stock called for redemption shall present and surrender his certificate(s) for such shares at the place designated in said notice and shall thereupon be entitled to receive the redemption price. If notice of redemption shall have been given as aforesaid, then notwithstanding that any or all of the certificates representing any shares called for redemption shall not have been surrendered (unless default shall be made by the Corporation in payment of the redemption price), dividends on such shares shall cease to accrue on the redemption date, and all rights of the holders of the Cumulative Preferred Stock with respect to the shares so called for redemption shall forthwith upon the redemption date cease and terminate, except the right of the holders thereof to receive the redemption price without interest upon surrender of the certificate, and such shares shall not thereafter be transferred (except with the consent of the Board of Directors) on the books of the Corporation, and such shares shall not be deemed to be outstanding for any purpose whatsoever.

In the event that any shares of the Cumulative Preferred Stock called for redemption shall not have been surrendered for redemption within six months succeeding the redemption date, and if the funds for such redemption for such six month period were deposited with any paying agent or otherwise set apart so as to have been continuously available for the redemption of such shares, then such funds may again be used by the Corporation for its corporate purposes and the holders of shares of stock so called for redemption or surrender during such six month period shall thereafter have only the right of general unsecured creditors to the redemption price of such shares and shall in no event be entitled to interest.

Nothing contained in this section shall limit any legal right of the Corporation to purchase, to the extent permitted under the laws of the State of Delaware, any shares of the Cumulative Preferred Stock.

Subject to the foregoing provisions, the Board of Directors in its sole discretion shall have power and authority to prescribe the manner and the terms and conditions upon which the Cumulative Preferred Stock shall be redeemed.

Shares of Cumulative Preferred Stock redeemed or purchased by the Corporation may not thereafter be reissued by the Corporation.

3. Distribution of Assets. In the event of voluntary or involuntary liquidation. dissolution or winding up of the Corporation the holders of shares of the Cumulative Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $100 per share plus an amount equal to all dividends accrued and unpaid thereon, as of the date of distribution, whether or not such dividends have been declared, before any distribution of such assets shall be made to holders of Common Stock or any other class of stock or series thereof hereafter created ranking junior to the Cumulative Preferred Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all outstanding shareholders of Cumulative Preferred Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Cumulative Preferred Stock shall be distributed among such shareholders in proportion to the full amounts to which they are respectively entitled.

After payment of the fixed preferential distribution set forth in the second preceding subparagraph, shares of the Cumulative Preferred Stock shall participate with the shares of Common Stock in an amount per share equal to the excess over $100 of the amount calculated by dividing by 18,750 the aggregate amount distributed on 10,000 shares of Common Stock. Holders of shares of the Cumulative Preferred Stock called for redemption by the Corporation one year or less prior to the date of dissolution of the Corporation shall be entitled to a like participation with respect to their shares of the Cumulative Preferred Stock so called. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating distributions to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall be in an amount per share equal to the excess over $100 of an amount calculated by dividing by 18,750 the aggregate distributions to be paid on all shares originally represented by 10,000 shares of the Common Stock.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of Cumulative Preferred Stock as hereinabove provided, and subject to the foregoing rights of participation by shares of Cumulative Preferred Stock, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of Common Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock, subject to any preference to such assets hereafter determined for any such newly created stock or series thereof, in proportion to the respective number of shares held by them. The Voting Common Stock and the Nonvoting Common Stock shall participate equally with respect to any payment upon liquidation, dissolution or winding up of the Corporation.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph 3.

4. <u>Conversion</u>. Shares of the Cumulative Preferred Stock may not be converted into, or exchanged for, any other class of stock or series thereof of the Corporation.

5. <u>Voting</u>. Each holder of shares of Voting Common Stock shall be entitled to cast one vote in respect of each share of such stock held by him and shall be entitled to cast such vote for any and all purposes. Except as otherwise provided herein and except as provided by law, the holders of shares of the Cumulative Preferred Stock and Nonvoting Common Stock shall not be entitled to vote for any purpose whatsoever.

If the Corporation shall be in default in the payment of dividends on the Cumulative Preferred Stock in an amount equivalent to or exceeding four full quarterly dividends (whether or not consecutive), the number of directors constituting the Board of Directors shall be increased by one and holders of shares of the Cumulative Preferred Stock, voting separately as one class, shall be entitled at the next annual meeting of stockholders or the next special meeting of stockholders, or at a special meeting of holders of shares of the Cumulative Preferred Stock called as hereinafter provided, to fill such newly created directorship, each share of the Cumulative Preferred Stock entitling the holder thereof to one vote; provided, however, that when all arrears in dividends on the Cumulative Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then (i) the right of holders of shares of the Cumulative Preferred Stock to participate in the election of one director shall cease but subject always to the same provisions for vesting of such voting rights in the case of any similar future arrearages in dividends; (ii) the term of the director then in office elected by holders of shares of the Cumulative Preferred Stock shall terminate; and (iii) the number of directors constituting the Board of Directors shall be reduced by one.

Whenever such voting right shall vest, it may be exercised initially either at a special meeting of holders of shares of the Cumulative Preferred Stock or at any annual or special stockholders' meeting, but thereafter it shall be exercised only at annual stockholders' meetings. A special meeting for the exercise of such right shall be called by the President or any Vice President of the Corporation within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock, and such meeting shall be held at the earliest practicable date thereafter; however, no such special meeting shall be held during the 90-day period preceding the date fixed for the annual meeting of stockholders.

Any director who shall have been elected by holders of shares of the Cumulative Preferred Stock shall hold office for a term expiring (subject to the earlier payment of arrears in dividends) at the next annual meeting of stockholders, and during such term may be removed at any time, either for or without cause, only by the affirmative votes of holders of record of a majority of the outstanding shares of the Cumulative Preferred Stock given at a special meeting of such stockholders called for the purpose. Any vacancy created by such removal may also be filled at such meeting. A meeting for the removal of a director elected by holders of the Cumulative Preferred Stock and the filling of the vacancy created thereby shall be called by the President or any Vice President of the Corporation within ten days after receipt of a request therefor, signed by holders of not less than 25% of the then outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

Any vacancy caused by the death or resignation of a director who shall have been elected by holders of shares of the Cumulative Preferred Stock may be filled only by holders of shares of the Cumulative Preferred Stock at a meeting called for such purpose. Such meeting of holders of shares of the Cumulative Preferred Stock shall be called by the President or any Vice President of the Corporation at the earliest practicable date after any such death or resignation and in any event within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

If any meeting of holders of shares of the Cumulative Preferred Stock required by this paragraph 5 to be called shall not have been called with ten days after personal service of a written request therefor upon the President or any Vice President of the Corporation or within 15 days after mailing the same within the United States of America by registered mail addressed to the President or any Vice President of the Corporation at its principal office, then holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock may designate in writing one of their number to call such a meeting at the expense of the Corporation and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders. Any holder of shares of the Cumulative Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing meetings of stockholders to be called pursuant to these provisions.

Any meeting of holders of shares of the Cumulative Preferred Stock to vote for the election or removal of a director shall be held at the place for the holding of the annual meeting of stockholders of the Corporation or, in the case of a special meeting, at such place within or without the State of Delaware reasonably convenient to the holders of shares of the Cumulative Preferred Stock as may be specified in the notice thereof. At such meeting, the presence in person or by proxy of holders of a majority of the outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum; in the absence of a quorum, a majority of the holders present in person or by proxy shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. A director shall be chosen at any such meeting by a plurality of the votes cast at the election, and the question of removal of a director shall be determined by a majority of the votes cast on such question.

ARTICLE V

1. Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

2. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the Corporation entitled to vote,

given at a meeting of the stockholders called for that purpose.

3. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

4. In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors.

5. Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have been entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total vote required by statute for the proposed corporate action; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent is obtained.

6. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any

right (other than such right, if any, as the Board of Directors in its discretion may determine) to subscribe for, purchase or otherwise acquire from the Corporation any share of stock of the Corporation of any class now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

7. The Corporation will not issue, reissue, sell or otherwise transfer any common stock or other voting stock of the Corporation, unless such issuance, reissuance, sale or other transfer shall first have been approved by the affirmative vote of the holders of a majority of such stock of the Corporation then issued and outstanding.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, The Dyson-Kissner-Moran Corporation has caused this Restated Certificate of Incorporation to be signed by Charles H. Dyson, its Chairman of the Board of Directors, and attested by Wynne Ahlgren, its Secretary, this 30th day of October, 1980.

THE DYSON-KISSNER-MORAN CORPORATION

By ___________________________
Chairman of the Board of Directors

[CORPORATE SEAL]

ATTEST:

By ___________________________
Secretary

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 30th day of October, 1980, personally came before me, a Notary Public in and for the County and State aforesaid, Charles H. Dyson, Chairman of the Board of Directors of The Dyson-Kissner-Moran Corporation, a corporation of the State of Delaware, and he duly executed the foregoing Restated Certificate of Incorporation before me and acknowledged the said Restated Certificate of Incorporation to be his act and deed and the act and deed of the said Corporation; that the facts stated therein are true; and that the seal affixed to the said Restated Certificate of Incorporation is the corporate seal of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 30th day of October, 1980.

NOTARY PUBLIC

Mary R. Creagh

MARY R. CREAGH
NOTARY PUBLIC, State of New York
[illegible]
Qualified in [illegible] County
Commission Expires March 30, 1981

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1986, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638011

DATE: 11-12-09

THE CORPORATION TRUST COMPANY

726058093

DATE SUBMITTED February 27, 1986

Pursuant to counsel's instructions,
submitted for filing by:

The Corporation Trust Company

D. A. Hampton:cek

DAH

FILE DATE February 27, 1986

TIME 10 a.m.

FILER'S NO. 00010

NAME OF COMPANY THE DYSON-KISSNER-MORAN CORPORATION

FILE NUMBER 5588-20

TYPE OF DOCUMENT RESTATED CERTIFICATE OF INCORPORATION

SECTION NO. 242 & 245

CHANGES NAME

CHANGES AGENT/OFFICE

STOCK $ Chgd. Other.

TO $

FRANCHISE TAX $

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FEE 27

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That (i) the name of the corporation is THE DYSON-KISSNER-MORAN CORPORATION, (ii) the name under which the corporation was originally incorporated was "The Dyson Company, Inc.", and (iii) the date of filing its original Certificate of Incorporation with the Secretary of State was October 28, 1960.

SECOND: That this Restated Certificate of Incorporation has been consented to and authorized by the the provisions of Sections 228, 242 and 245 of Chapter 1 of Title 8 of the Delaware Code;

THIRD: That this Restated Certificate of Incorporation has been consented to and authorized by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Sections 228, 242 and 245 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

FOURTH: That the text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

ARTICLE I

The name of the Corporation is

THE DYSON-KISSNER-MORAN CORPORATION

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of the Corporation's registered agent is The Corporation Trust Company, No. 1209 Orange Street, Wilmington, Delaware.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is Two Million Two Hundred Eighteen Thousand Seven Hundred Fifty (2,218,750) shares, of which

(a) Eighteen Thousand Seven Hundred Fifty (18,750) shares shall be $4.00 Cumulative Participating Preferred Stock of the par value of Twenty-five Dollars ($25.00) per share (the "Cumulative Preferred Stock");

(b) One Hundred Thousand (100,000) shares shall be Voting Common Stock of the par value of Ten Cents ($0.10) per share (the "Voting Common Stock");

(c) One Million Nine Hundred Thousand (1,900,000) shares shall be Nonvoting Common Stock of the par value of Ten Cents ($0.10) per share (the Nonvoting Common Stock");

(d) Five Thousand (5,000) shares shall be Voting Class B Common Stock of the par value of Ten Cents ($0.10) per share (the "Voting Class B Stock"); and

(e) One Hundred Ninety Five Thousand (195,000) shares shall be Nonvoting Class B Common Stock of the par value of Ten Cents ($0.10) per share (the "Nonvoting Class B Stock").

The Voting Common Stock and the Nonvoting Common Stock are hereinafter sometimes referred to together as the "Common Stock" and the Voting Class B Stock and the Nonvoting Class B Stock are hereinafter sometimes referred to together as the "Class B Stock."

The following is a statement of the designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights in respect of the several classes of stock of the Corporation.

Part A

Common Stock and Class B Stock

The Common Stock and Class B Stock shall have the respective designations, rights, preferences, privileges and restrictions as follows:

1. Dividend Rights. Dividends may be paid in cash or otherwise upon the Common Stock and Class B Stock in the relationship and upon the terms provided for below with respect to each such class:

(a) Dividends on Common Stock. The Voting Common Stock and the Nonvoting Common Stock shall participate equally with respect to the payment of dividends. Dividends may be paid upon the Common Stock, when and as declared by the Board of Directors, out of the assets which are by law available for the payment of dividends. Subject to the express terms of any outstanding shares of Cumulative Preferred Stock and the following provisions with respect to the payment of participating dividends to the holders of Class B Stock, the declaration and payment of dividends on the Common Stock and the amount thereof shall at all times be solely in the discretion of the Board of Directors of the Corporation.

(b) Dividends on Class B Stock. The Voting Class B Stock and the Nonvoting Class B Stock shall participate equally with respect to the payment of dividends. The holders of shares of Class B Stock shall be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends for each year ending on January 31, beginning with the year ending January 31, 1987, in an aggregate amount per share equal to the excess over $1.70 per share of the aggregate amount of dividends declared per share on the Common Stock with respect to a record date falling within such year. Any such participating dividend shall be payable, without further action by the Board of Directors, in the same manner (including without limitation, the same record and payment dates) as the dividend on the Common Stock giving rise to such participating dividend on the Class B Stock. Except as aforesaid, no dividends shall be payable upon the Class B Stock.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating dividends to which the holders of shares of the Class B Stock shall thereafter be entitled to receive pursuant to the preceding subparagraph shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Common Stock issued and outstanding immediately prior to such event.

2. Distribution of Assets. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after there shall have been paid or set aside for payment to the holders of Cumulative Preferred Stock of the full preferential amounts to which they are entitled, the holders of shares of the Common Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $117.50 per share before any distribution of such assets shall be made to holders of Class B Stock or any other class of stock or series thereof hereafter created ranking junior to the Common Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all outstanding shareholders of Common Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Common Stock shall be distributed among such shareholders in proportion to the full amounts to which they are respectively entitled (but only after adequate provision shall have been made for the payment of the full preferential amounts to holders of the Cumulative Preferred Stock as aforesaid). The holders of Voting Common Stock and Nonvoting Common Stock shall participate equally with respect to the payment of any such preferential amount upon liquidation, dissolution or winding up of the Corporation.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the preferential distributions to which the holders of shares of the Common Stock shall thereafter be entitled to receive pursuant to this subparagraph shall be adjusted accordingly.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of Cumulative Preferred Stock and Common Stock as hereinabove provided, and subject to the rights of participation by shares of Cumulative Preferred Stock hereinafter provided, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of Common Stock and Class B Stock in proportion to the respective number of shares held by them.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph 2.

3. Voting Rights. Except as otherwise provided herein and except as otherwise provided by law, the holders of shares of Nonvoting Common Stock and Nonvoting Class B Stock shall not be entitled to vote for any purpose whatsoever. Each holder of shares of Voting Common Stock and Voting Class B Stock shall be entitled to cast one vote in respect of each share of such stock held by him and shall be entitled to cast such vote for any and all purposes. Except as otherwise provided by law, the holders of Voting Common Stock and Voting Class B Stock shall vote together as a single class on all matters.

Part B

Cumulative Preferred Stock

1. Dividend Rights. The holders of the shares of the Cumulative Preferred Stock shall be entitled to receive out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, dividends at the rate of $4.00 per share per annum payable quarter-annually on the last days of January, April, July and October in each year, commencing with the quarter-

annual dividend payable October 31, 1975 (the "Fixed Preferential Dividends"). Commencing August 1, 1975, such preferential dividends shall accrue from the first day of the quarter-annual dividend period and shall be cumulative so that if dividends in respect of any quarter-annual dividend period at the rate of $4.00 per share per annum shall not have been paid upon or declared or set apart for the Cumulative Preferred Stock, the deficiency shall be fully paid or set apart before any dividend shall be paid upon or declared or set apart for the Common Stock, Class B Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock.

Preferential dividends on the Cumulative Preferred Stock shall be deemed to accrue from day to day. A quarter-annual dividend period shall begin on the day following each dividend payment date set forth above and end on the next succeeding dividend payment date. Accumulations of dividends on any shares of Cumulative Preferred Stock shall not bear interest.

In addition to the Fixed Preferential Dividends set forth in the second preceding subparagraph, the holders of shares of the Cumulative Preferred Stock shall be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, participating dividends (i) from the date of issuance of such shares to and including July 31, 1975, in an amount per share equal to 2 2/3% of the amount per share of dividends on the Common Stock (as then constituted) payable with respect to a record date falling within such period, (ii) from August 1, 1975 to and including November 20, 1980, in an amount per share equal to the excess over the paid or accrued Fixed Preferential Dividends per share during such period of 2 2/3% of the amount per share of dividends on the Common Stock (as then constituted) payable with respect to a record date falling within such period, (iii) from November 21, 1980 to and including July 31, 1985, in an amount per share equal to the excess over the paid or accrued Fixed Preferential Dividends per share during such period of an amount determined by dividing by 18,750 the aggregate amount of dividends on 10,000 shares of Common Stock (as then constituted) payable with respect to a record date falling within such period (determined annually as of July 31st of each year) (iv) commencing August 1, 1985 and for the year ending July 31, 1986, in an amount per share equal to the excess over the paid or accrued Fixed Preferential Dividends during such year of an amount determined by dividing by 18,750 the aggregate amount of dividends (A) on 10,000 shares of Common Stock payable with respect to a record date falling within the period

July 1, 1985 through February 27, 1986, and (B) on 100,000 shares of Common Stock payable with respect to a record date falling within the period February 28, 1986 through July 31, 1986, and (v) commencing on August 1, 1986, for each year ending on July 31, in an amount per share equal to the excess over the paid or accrued Fixed Preferential Dividends per share during such year of an amount determined by dividing by 18,750 the aggregate amount of dividends on 100,000 shares of Common Stock payable with respect to a record date falling within such year.

In the case of shares of Cumulative Preferred Stock which cease to be outstanding in any year prior to July 31, such participating dividends for such period shall be in an aggregate amount per share equal to the excess over the paid or accrued Fixed Preferential Dividends on the Cumulative Preferred Stock for such period of the amount payable on the Common Stock with respect to a record date falling within such period. Any such participating dividend shall be payable, without further action by the Board of Directors, in the same manner (including without limitation, the same record and payment dates) as the dividend on the Common Stock giving rise to such participating dividend, commencing with the first such dividend on the Common Stock. In the case of shares of Cumulative Preferred Stock which are outstanding only a part of any year ending on July 31, the aggregate participating dividends for such period shall be payable, to the extent not previously payable, by a dividend payable on the date such shares cease to be outstanding to holders of record as of such date. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock occurring after February 28, 1986, the participating dividends to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall, instead of being determined in relation to the amount calculated by dividing by 18,750 the aggregate amount of dividends declared on 100,000 shares of Common Stock, be determined in relation to an amount calculated by dividing by 18,750 the aggregate amount of dividends declared on all shares originally represented by 100,000 shares of the Common Stock.

No dividend shall be declared, paid or set apart for payment on, and no other distribution shall be made or ordered in respect of, any share or shares of any other class of stock ranking on a parity with the Cumulative Preferred Stock in respect of dividends or assets unless there shall have been declared and paid or set apart for payment on all shares then outstanding of the Cumulative Preferred Stock for the same quarter-annual dividend period or part thereof, dividends in proportion to the respective dividend rates fixed for the Cumulative Preferred Stock and said parity stock.

2. Redemption. Subject to the limitations hereinafter set forth, the Cumulative Preferred Stock shall be redeemable, in whole at any time but not in part, to the extent permitted under the laws of the State of Delaware, at the election of the Board of Directors, upon notice given as hereinafter provided, at a redemption price equal to but no more than $100 per share plus an amount equal to all dividends accrued thereon and not paid as of the date fixed for redemption whether or not such dividends have been declared, subject, however, in the event of dissolution of the Corporation within one year thereafter to a supplementary participating payment, as more fully set forth in paragraph 3 below. Notice of intention to redeem and of the date and place of redemption shall be mailed not less than thirty (30) days prior to the date fixed for redemption (the "redemption date") to each holder of record of shares to be redeemed at his last known post office address shown on the records of the Corporation. On and after the redemption date set forth in said notice, each holder of shares of the Cumulative Preferred Stock called for redemption shall present and surrender his certificate(s) for such shares at the place designated in said notice and shall thereupon be entitled to receive the redemption price. If notice of redemption shall have been given as aforesaid, then notwithstanding that any or all of the certificates representing any shares called for redemption shall not have been surrendered (unless default shall be made by the Corporation in payment of the redemption price), dividends on such shares shall cease to accrue on the redemption date, and all rights of the holders of the Cumulative Preferred Stock with respect to the shares so called for redemption shall forthwith upon the redemption date cease and terminate, except the right of the holders thereof to receive the redemption price without interest upon surrender of the certificate, and such shares shall not thereafter be transferred (except with the consent of the Board of Directors) on the books of the Corporation, and such shares shall not be deemed to be outstanding for any purpose whatsoever.

In the event that any shares of the Cumulative Preferred Stock called for redemption shall not have been surrendered for redemption within six months succeeding the redemption date, and if the funds for such redemption for such six month period were deposited with any paying agent or otherwise set apart so as to have been continuously available for the redemption of such shares, then such funds may again be used by the Corporation for its corporate purposes and the holders of shares of stock so called for redemption or surrender during such six month period shall thereafter have only the right of general unsecured creditors to the redemption price of such shares and shall in no event be entitled to interest.

Nothing contained in this section shall limit any legal right of the Corporation to purchase, to the extent permitted under the laws of the State of Delaware, any shares of the Cumulative Preferred Stock.

Subject to the foregoing provisions, the Board of Directors in its sole discretion shall have power and authority to prescribe the manner and the terms and conditions upon which the Cumulative Preferred Stock shall be redeemed.

Shares of Cumulative Preferred Stock redeemed or purchased by the Corporation may not thereafter be reissued by the Corporation.

3. Distribution of Assets. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Cumulative Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $100 per share plus an amount equal to all Fixed Preferential Dividends accrued and unpaid thereon, as of the date of distribution, whether or not such dividends have been declared, before any distribution of such assets shall be made to holders of Common Stock, Class B Stock or any other class of stock or series thereof hereafter created ranking junior to the Cumulative Preferred Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all outstanding shareholders of Cumulative Preferred Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Cumulative Preferred Stock shall be distributed among such shareholders in proportion to the full amounts to which they are respectentitled.

After payment of the fixed preferential distribution set forth in the second preceding subparagraph, shares of the Cumulative Preferred Stock shall participate with the shares of Common Stock in an amount per share equal to the excess over $100 of the amount calculated by dividing by 18,750 the aggregate amount distributed on 100,000 shares of Common Stock. Holders of shares of the Cumulative Preferred Stock called for redemption by the Corporation one year or less prior to the date of dissolution of the Corporation shall be entitled to a like participation with respect to their shares of the Cumulative Preferred Stock so called. In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the participating distributions to which the holders of shares of the Cumulative Preferred Stock shall thereafter be entitled to receive pursuant to this subparagraph shall be in an amount per share equal to the excess over $100 of an amount calculated by dividing by 18,750 the aggregate distributions to be paid on all shares originally represented by 100,000 shares of the Common Stock.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of Cumulative Preferred Stock as hereinabove provided, and subject to the foregoing rights of participation by shares of Cumulative Preferred Stock, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of Common Stock, Class B Stock or any other class of stock or series thereof hereafter created which ranks junior to the Cumulative Preferred Stock, subject to any preference to such assets herein provided with respect to the Common Stock or hereafter determined for any such newly created stock or series thereof, in proportion to the respective number of shares held by them.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph 3.

4. Conversion. Shares of the Cumulative Preferred Stock may not be converted into, or exchanged for, any other class of stock or series thereof of the Corporation.

5. Voting. Except as otherwise provided herein and except as provided by law, the holders of shares of the Cumulative Preferred Stock shall not be entitled to vote for any purpose whatsoever.

If the Corporation shall be in default in the payment of dividends on the Cumulative Preferred Stock in an amount equivalent to or exceeding four full quarterly dividends (whether or not consecutive), the number of directors constituting the Board of Directors shall be increased by one and holders of shares of the Cumulative Preferred Stock, voting separately as one class, shall be entitled at the next annual meeting of stockholders or the next special meeting of stockholders, or at a special meeting of holders of shares of the Cumulative Preferred Stock called as hereinafter provided, to fill such newly created directorship, each share of the Cumulative Preferred Stock entitling the holder thereof to one vote; provided, however, that when all arrears in dividends on the Cumulative Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then (i) the right of holders of shares of the Cumulative Preferred Stock to participate in the election of one director shall cease but subject always to the same provisions for vesting of such voting rights in the case of any similar future arrearages in dividends; (ii) the term of the director then in office elected by holders of shares of the Cumulative Preferred Stock shall terminate; and (iii) the number of directors constituting the Board of Directors shall be reduced by one.

Whenever such voting right shall vest, it may be exercised initially either at a special meeting of holders of shares of the Cumulative Preferred Stock or at any annual or special stockholders' meeting, but thereafter it shall be exercised only at annual stockholders' meetings. A special meeting for the exercise of such right shall be called by the President or any Vice President of the Corporation within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock, and such meeting shall be held at the earliest practicable date thereafter; however, no such special meeting shall be held during the 90-day period preceding the date fixed for the annual meeting of stockholders.

Any director who shall have been elected by holders of shares of the Cumulative Preferred Stock shall hold office for a term expiring (subject to the earlier payment of arrears in dividends) at the next annual meeting of stockholders, and during such term may be removed at any time, either for or without cause, only by the affirmative votes of holders of record of a majority of the outstanding shares of the Cumulative Preferred Stock given at a special meeting of such stockholders called for the purpose. Any vacancy created by such removal may also be filled at such meeting. A meeting for the removal of a director elected by holders of the Cumulative Preferred Stock and the filling of the vacancy created thereby shall be called by the President or any Vice President of the Corporation within ten days after receipt of a request therefor, signed by holders of not less than 25% of the then outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

Any vacancy caused by the death or resignation of a director who shall have been elected by holders of shares of the Cumulative Preferred Stock may be filled only by holders of shares of the Cumulative Preferred Stock at a meeting called for such purpose. Such meeting of holders of shares of the Cumulative Preferred Stock shall be called by the President or any Vice President of the Corporation at the earliest practicable date after any such death or resignation and in any event within ten days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock. Such meeting shall be held at the earliest practicable date thereafter.

If any meeting of holders of shares of the Cumulative Preferred Stock required by this paragraph 5 to be called shall not have been called within ten days after personal service of a written request therefor upon the President or any Vice President of the Corporation or within 15 days after mailing the same within the United States of America by registered mail addressed to the President or any Vice President of the Corporation at its principal office, then holders of record of at least 10% of the outstanding shares of the Cumulative Preferred Stock may designate in writing one of their number to call such a meeting at the expense of the Corporation and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders. Any holder of shares of the Cumulative Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing meetings of stockholders to be called pursuant to these provisions.

Any meeting of holders of shares of the Cumulative Preferred Stock to vote for the election or removal of a director shall be held at the place for the holding of the annual meeting of stockholders of the Corporation or, in the case of a special meeting, at such place within or without the State of Delaware reasonably convenient to the holders of shares of the Cumulative Preferred Stock as may be specified in the notice thereof. At such meeting, the presence in person or by proxy of holders of a majority of the outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum; in the absence of a quorum, a majority of the holders present in person or by proxy shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. A director shall be chosen at any such meeting by a plurality of the votes cast at the election, and the question of removal of a director shall be determined by a majority of the votes cast on such question.

ARTICLE V

1. Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

2. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the corporation entitled to vote, given at a meeting of the stockholders called for that purpose.

3. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

4. In furtherance and not in limitation of the powers conferred upon the Board of directors by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors.

5. Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total vote required by statute for the proposed corporate action; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent is obtained.

6. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any right (other than such right, if any, as the Board of Directors in its discretion may determine) to subscribe for, purchase or otherwise acquire from the Corporation any share of stock of the Corporation of any class now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities,

warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

7. The Corporation will not issue or reissue any Common Stock or Class B Stock of the Corporation or sell or otherwise transfer any Common Stock or Class B Stock held by or for the account of the Corporation, unless such issuance, reissuance, sale or other transfer shall first have been approved by the affirmative vote of the holders of a majority of the shares of Common Stock and Class B Stock then issued and outstanding voting together as a single class.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, The Dyson-Kissner-Moran Corporation has caused this Restated Certificate of Incorporation to be signed by Ernest H. Lorch, its President, and attested by John H. FitzSimons, its Secretary, this 26th day of February, 1986.

THE DYSON-KISSNER-MORAN CORPORATION

By ______________________
President

[CORPORATE SEAL]

ATTEST:

By ______________________
Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1986, AT 10 O'CLOCK A.M.

0558820 8100

091013314

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7638012

DATE: 11-12-09

THE CORPORATION TRUST COMPANY

726086047

DATE SUBMITTED March 27, 1986

Pursuant to counsel's instructions,
submitted for filing by:

The Corporation Trust Company

K. Bowman/skz

FILE DATE March 27, 1986

TIME 10 a.m.

FILER'S NO. 00010

NAME OF COMPANY THE DYSON-KISSNER-MORAN CORPORATION

FILE NUMBER 5588-20

TYPE OF DOCUMENT CERTIFICATE OF AMENDMENT

SECTION NO. 242

CHANGES NAME

CHANGES AGENT/OFFICE

STOCK $

TO $

FRANCHISE TAX $

RECEIVED
MAR 27 1986
DIVISION OF CORPORATIONS

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FILED
MAR 27 1986
[signature]

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of the Corporation duly adopted the following resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable that paragraph 1 of Part A of Article IV of the Corporation's Restated Certificate of Incorporation be amended to read, in its entirety, as follows:

"1. Dividend Rights. Dividends may be paid in cash or otherwise upon the Common Stock and Class B Stock in the relationship and upon the terms provided for below with respect to each such class:

(a) Dividends on Common Stock. The Voting Common Stock and the Nonvoting Common Stock shall participate equally with respect to the payment of dividends. Dividends may be paid upon the Common Stock, when and as declared by the Board of Directors, out of the assets which are by law available for the payment of dividends. Subject to the express terms of any outstanding shares of Cumulative Preferred Stock, the declaration and payment of dividends on the Common Stock and the amount thereof shall at all times be solely in the discretion of the Board of Directors of the Corporation.

(b) Dividends on Class B Stock. The Voting Class B Stock and the Nonvoting Class B Stock shall participate equally with respect to the payment of dividends. Subject to the express terms of any outstanding shares of Cumulative

Preferred Stock, the holders of shares of Class B Stock shall be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, fixed dividends, at the rate of $0.08 per annum, for each year ending on January 31, beginning with the year ending January 31, 1987, payable quarter-annually or the last days of January, April, July and October, beginning with the quarter-annual dividend payable on April 30, 1986: provided, however, that if the aggregate amount of dividends declared per share on the Common Stock with respect to a record date falling within any such quarter-annual period shall be less than $0.02 per share, holders of Class B Stock shall only be entitled to receive fixed dividends in such lesser amount (if any) as shall be declared on the Common Stock. In addition to such fixed dividends, the holders of shares of Class B stock shall be entitled to receive participating dividends for each year ending on January 31, beginning with the year ending January 31, 1987, in an aggregate amount per share equal to the excess over $12.00 per share of the aggregate amount of dividends declared per share on the Common Stock with respect to record dates falling within such year. Any such participating dividends shall be payable, without further action by the Board of Directors, in the same manner (including without limitation, the same record and payment dates) as the dividends on the Common Stock giving rise to such participating dividends on the Class B Stock. Except as aforesaid, no dividends shall be payable on the Class B Stock.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock or Class B Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the fixed and participating dividends to which the holders of shares of the Class B Stock shall thereafter be entitled to receive pursuant to the preceding subparagraph shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Common Stock or Class B Stock, as the case may be, issued and outstanding immediately prior to such event."

SECOND: that the aforesaid amendment has been consented to by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by written consent given in accordance with the provisions of Sections 228 and 242 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

THIRD: that the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of Chapter 1 of Title 8 of the Delaware Code.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and attested by its Secretary, this 26th day of March, 1986.

By ______________________
President

[CORPORATE SEAL]

ATTEST:

By ______________________
Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 1987, AT 10 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

091013314

AUTHENTICATION: 7638013

DATE: 11-12-09

THE CORPORATION TRUST COMPANY

7270120358

DATE SUBMITTED January 12, 1987

Pursuant to counsel's instructions, submitted for filing by:

The Corporation Trust Company

D. A. Hampton:pgg

Dah

FILE DATE January 12, 1987

TIME 10 a.m.

FILER'S NO. 00010

NAME OF COMPANY THE DYSON-KISSNER-MORAN CORPORATION

FILE NUMBER 5588-20

TYPE OF DOCUMENT CERTIFICATE OF AMENDMENT

SECTION NO. 242

CHANGES NAME

CHANGES AGENT/OFFICE

STOCK $

TO $

FRANCHISE TAX $

CLOSED/INVOICED
JAN 20 1987
DIVISION OF CORPORATIONS

RECEIVED
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JAN 12 1987 10AM

[signature]

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly called and held, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

> RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable that Article V of the Corporation's Restated Certificate of Incorporation be amended by adding thereto a new paragraph to be number 8, as follows:

7. No director of the Corporation shall have personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of any director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision shall become effective.

SECOND: That in lieu of a meeting and vote of Stockholders, a majority of the Stockholders of said corporation have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

Over

IN WITNESS WHEREOF, The Dyson-Kissner-Moran has caused this Amended and Restated Certificate of Incorporation to be signed by Ernest H. Lorch, its President, and attested by John H. FitzSimons, its Secretary, this 30th day of November, 1986.

THE DYSON-KISSNER-MORAN CORPORATION

By ______________________
President

ATTEST:

____
Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1987, AT 10 O'CLOCK A.M.

0558820 8100

091013314

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7638014

DATE: 11-12-09

THE CORPORATION TRUST COMPANY

877029028

DATE SUBMITTED January 29, 1987

Pursuant to counsel's instructions, submitted for filing by:

The Corporation Trust Company

S. J. Queppet:1a1

FILE DATE January 29, 1987

TIME 10 a.m.

FILER'S NO. 00010

NAME OF COMPANY THE DYSON-KISSNER-MORAN CORPORATION

FILE NUMBER 05588-20

TYPE OF DOCUMENT CERTIFICATE OF AMENDMENT

SECTION NO. 242

CHANGES NAME

CHANGES AGENT/OFFICE

STOCK $

TO $

FRANCHISE TAX $

CLOSED/INVOICED

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FEB 11 1987

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FILED 10 Am

JAN 29 1987

[signature]
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of the Corporation duly adopted the following resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby proposes and declares it advisable that the first sentence of paragraph numbered 2 of Part A of Article IV of the Corporation's Restated Certificate of Incorporation be amended to read, in its entirety, as follows:

"In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after there shall have been paid or set aside for payment to the holders of Cumulative Preferred Stock of the full preferential amounts to which they are entitled, the holders of shares of the Common Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $125.00 per share before any distribution of such assets shall be made to holders of Class B Stock or any other class of stock or series thereof hereafter created ranking junior to the Common Stock with respect to distribution of net assets."

SECOND: that the aforesaid amendment has been consented to by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by written consent given in accordance with the provisions of Sections 228 and 242 of Chapter 1 of Title 8 of the Delaware Code and filed with the Corporation.

THIRD: that the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of Chapter 1 of Title 8 of the Delaware Code.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and attested by its Secretary, this 28th day of January, 1987.

By ______________________
President

[CORPORATE SEAL]

ATTEST:

By ______________________
Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 1989, AT 10 O'CLOCK A.M.

0558820 8100

091013314

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7638015

DATE: 11-12-09

THE CORPORATION TRUST COMPANY

729164020

DATE SUBMITTED ~~June 13, 1989~~

Pursuant to counsel's instructions,
submitted for filing by:

The Corporation Trust Company

J. A. Grodzicki:cd

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NAME OF COMPANY THE DYSON-KISSNER-MORAN CORPORATION

FILE NUMBER 05588-20

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JUN 13 1989

[signature]

SECRETARY OF STATE

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

THE DYSON-KISSNER-MORAN CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That (i) the name of the corporation is THE DYSON-KISSNER-MORAN CORPORATION, (ii) the name under which the corporation was originally incorporated was "The Dyson Company, Inc.", and (iii) the date of filing its original Certificate of Incorporation with the Secretary of State was October 28, 1960.

SECOND: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of Chapter I of Title 8 of the Delaware Code;

THIRD: That this Restated Certificate of Incorporation has been consented to and authorized by the holders of at least a majority of the issued and outstanding stock of the Corporation entitled to vote thereon by a written consent given in accordance with the provisions of Sections 228, 242 and 245 of Chapter I of Title 8 of the Delaware Code and filed with the Corporation.

FOURTH: That the text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

ARTICLE I

The name of the Corporation is

THE DYSON-KISSNER-MORAN CORPORATION

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of the Corporation's registered agent is The Corporation Trust Company, No. 1209 Orange Street, Wilmington, Delaware.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 2,200,000 shares, of which

(a) Ten Thousand (10,000) shares shall be Voting Common Stock of the par value of Ten Cents ($0.10) per share (the "Voting Common Stock");

(b) One Million Nine Hundred and Ninety Thousand (1,990,000) shares shall be Nonvoting Common Stock of the par value of Ten Cents ($0.10) per share (the "Nonvoting Common Stock");

(c) Five Hundred (500) shares shall be Voting Class B Common Stock of the par value of Ten Cents ($0.10) per share (the "Voting Class B Stock");

(d) One Hundred Ninety Nine Thousand and Five Hundred (199,500) shares shall be Nonvoting Class B Common Stock of the par value of Ten Cents ($0.10) per share (the "Nonvoting Class B Stock").

The Voting Common Stock and the Nonvoting Common Stock are hereinafter sometimes referred to together as the "Common Stock," and the Voting Class B Stock and the Nonvoting Class B Stock are hereinafter sometimes referred to together as the "Class B Stock."

The following is a statement of the designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights in respect of the several classes of stock of the Corporation.

<u>Common Stock and Class B Stock</u>

The Common Stock and the Class B Stock shall have the respective designations, rights, preferences, privileges and restrictions as follows:

1. <u>Dividend Rights</u>. Dividends may be paid in cash or otherwise upon the Common Stock and Class B Stock in the relationship and upon the terms provided for below with respect to each such class:

(a) <u>Dividends on Common Stock</u>. The Voting Common Stock and the Nonvoting Common Stock shall participate equally with respect to the payment of dividends. Dividends may be paid upon the Common Stock, when and as declared by the Board of Directors, out of the assets which are by law available for the payment of dividends. The declaration and payment of dividends on the Common Stock and the amount thereof shall at all times be solely in the discretion of the Board of Directors of the Corporation.

(b) Dividends on Class B Stock. The Voting Class B Stock and the Nonvoting Class B Stock shall participate equally with respect to the payment of dividends. The holders of shares of Class B Stock shall be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, fixed dividends, at the rate of $0.08 per annum, for each year ending on January 31, beginning with the year ending January 31, 1987, payable quarter-annually on the last days of January, April, July and October, beginning with the quarter-annual dividend payable on April 30, 1986; provided, however, that if the aggregate amount of dividends declared per share on the Common Stock with respect to a record date falling within any such quarter-annual period shall be less than $0.02 per share, holders of Class B Stock shall only be entitled to receive fixed dividends in such lesser amount (if any) as shall be declared on the Common Stock. In addition to such fixed dividends, the holders of shares of Class B Stock shall be entitled to receive participating dividends for each year ending on January 31, beginning with the year ending January 31, 1987, in an aggregate amount per share equal to the excess over $12.00 per share of the aggregate amount of dividends declared per share on the Common Stock with respect to record dates falling within such year. Any such participating dividends shall be payable, without further action by the Board of Directors, in the same manner (including without limitation, the same record and payment dates) as the dividends on the Common Stock giving rise to such participating dividends on the Class B Stock. Except as aforesaid, no dividends shall be payable on the Class B Stock.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock or Class B Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the fixed and participating dividends to which the holders of shares of the Class B Stock shall thereafter be entitled to receive pursuant to the preceding paragraph shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Common Stock or Class B Stock, as the case may be, issued and outstanding immediately prior to such event.

2. Distribution of Assets In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Common Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $125.00 per share before any distribution of such assets shall be made to holders of Class B Stock or any other class of stock or series thereof hereafter created ranking junior to the Common Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all of the holders of outstanding shares of Common Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Common Stock shall be distributed among such holders of shares of Common Stock in proportion to the full amounts to which they are respectively entitled. The holders of Voting Common Stock and Nonvoting Common Stock shall participate equally with respect to the payment of any such preferential amount upon liquidation, dissolution or winding up of the Corporation.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the preferential distributions to which the holders of shares of the Common Stock shall thereafter be entitled to receive pursuant to this Section 2 shall be adjusted accordingly.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of Common Stock as hereinabove provided, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of Common Stock and Class B Stock in proportion to the respective number of shares held by them.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease of all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 2.

3. Voting Rights. Except as otherwise provided herein and except as otherwise provided by law, the holders of shares of Nonvoting Common Stock and Nonvoting Class B Stock shall not be entitled to vote for any purpose whatsoever. Each holder of shares of Voting Common Stock and Voting Class B Stock shall be entitled to cast one vote in respect of each share of such stock held by him and shall be entitled to cast such vote for any and all purposes. Except as otherwise provided by law, the holders of Voting Common Stock and Voting Class B Stock shall vote together as a single class on all matters.

ARTICLE V

1. Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

2. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose.

3. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

4. In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors.

5. Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have been entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total vote required by statute for the proposed corporate action; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent is obtained.

6. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any right (other than such right, if any, as the Board of Directors in its discretion may determine) to subscribe for, purchase or otherwise acquire from the Corporation any shares of stock of the Corporation of any class now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing

rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

7. The Corporation will not issue or reissue any Common Stock or Class B Stock of the Corporation or sell or otherwise transfer any Common Stock or Class B Stock held by or for the account of the Corporation, unless such issuance, reissuance, sale or other transfer shall first have been approved by the affirmative vote of the holders of a majority of the shares of Common Stock and Class B Stock then issued and outstanding voting together as a single class.

8. No director of the Corporation shall have personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of any director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director for any act or omission occurring prior to January 12, 1987.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, The Dyson-Kissner-Moran Corporation has caused this Restated Certificate of Incorporation to be signed by Ernest H. Lorch, its President, and attested by John H. FitzSimons, its Secretary, this 31st day of May, 1989.

THE DYSON-KISSNER-MORAN CORPORATION

By ______________________
President

[CORPORATE SEAL]

ATTEST:

By ______________________
Secretary

May 25, 1989
21505593

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1991, AT 11 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

0558820 8100

AUTHENTICATION: 7638016

091013314

DATE: 11-12-09

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 04/01/1991
731091026 - 558820

Certificate of Amendment
of
Restated Certificate of Incorporation
of
The Dyson-Kissner-Moran Corporation

The Dyson-Kissner-Moran Corporation, a corporation organized under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was originally filed in the Office of the Secretary of State of the State of Delaware on October 28, 1960 (under the name "The Dyson Company, Inc.); and a Restated Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on June 13, 1989.

SECOND: The Restated Certificate of Incorporation of the Corporation is hereby amended by striking ARTICLE IV thereof in its entirety and substituting in lieu thereof the following:

* * *

<u>ARTICLE IV</u>

The total number of shares of stock which the Corporation shall have authority to issue is 2,400,000 shares, of which

(a) Ten Thousand (10,000) shares shall be Voting Common Stock of the par value of Ten Cents ($0.10) per share (the "Voting Class A Common Stock");

(b) One Million Nine Hundred and Ninety Thousand (1,990,000) shares shall be Nonvoting Common Stock of the par value of Ten Cents ($0.10) per share (the "Nonvoting Class A Common Stock"); and

(c) Four Hundred Thousand (400,000) shares shall be Class B Common Stock of the par value of Ten Cents ($0.10) per share (the "Class B Common Stock").

The Voting Class A Common Stock and the Nonvoting Class A Common Stock are hereinafter sometimes referred to together as the "Class A Common Stock"

The following is a statement of the designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights in respect of the several classes of stock of the Corporation.

Class A Common Stock and Class B Common Stock

The Class A Common Stock and the Class B Common Stock shall have the respective designations, rights, preferences, privileges and restrictions as follows:

1. Dividend Rights. Dividends may be paid in cash or otherwise upon the Class A Common Stock and Class B Common Stock in the relationship and upon the terms provided for below with respect to each such class:

(a) Dividends on Class A Common Stock. The Voting Class A Common Stock and the Nonvoting Class A Common Stock shall participate equally with respect to the payment of dividends. Dividends may be paid upon the Class A Common Stock, when and as declared by the Board of Directors, out of the assets which are by law available for the payment of dividends. The declaration and payment of dividends on the Class A Common Stock and the amount thereof shall at all times be solely in the discretion of the Board of Directors of the Corporation.

(b) Dividends on Class B Common Stock. The holders of shares of Class B Common Stock shall be entitled to receive, out of the assets of the Corporation which are by law available for the payment of dividends, as and when declared by the Board of Directors, fixed dividends, at the rate of $0.08 per annum, for each year ending on January 31, beginning with the year ending January 31, 1987, payable quarter-annually on the last days of January, April, July and October, beginning with the quarter-annual dividend payable on April 30, 1986; provided, however, that if the aggregate amount of dividends declared per share on the Class A Common Stock with respect to a record date falling within any such quarter-annual period shall be less than $0.02 per share, holders of Class B Common Stock shall only be entitled to receive fixed dividends in such lesser amount (if any) as shall be declared on the Class A Common Stock. In addition to such fixed dividends, the holders of shares of Class B Common Stock shall be entitled to receive participating dividends for each year ending on January 31, beginning with the year ending January 31, 1987, in an aggregate amount per share equal to the excess over $12.00 per share of the aggregate amount of dividends declared per share on the Class A Common Stock with respect to record dates falling within such year. Any such participating dividends shall be payable, without further action by the Board of Directors, in the same manner (including without limitation, the same record and payment dates) as the dividends on the Class A Common Stock giving rise to such participating dividends on the Class B Common Stock. Except as aforesaid, no dividends shall be payable on the Class B

Common Stock.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Class A Common Stock or the Class B Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the fixed and participating dividends to which the holders of shares of the Class B Common Stock shall thereafter be entitled to receive pursuant to the preceding paragraph shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Class A Common Stock or the Class B Common Stock, as the case may be, issued and outstanding immediately prior to such event.

2. Distribution of Assets. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Class A Common Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders thereof the fixed amount of $125.00 per share before any distribution of such assets shall be made to holders of Class B Common Stock or any other class of stock or series thereof hereafter created ranking junior to the Class A Common Stock with respect to distribution of net assets.

If upon such liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation shall be insufficient to permit the payment to all of the holders of outstanding shares of Class A Common Stock of the full amount to which they are entitled as aforesaid, then the assets of the Corporation available for distribution to the holders of Class A Common Stock shall be distributed among such holders of shares of the Class A Common Stock in proportion to the full amounts to which they are respectively entitled. The holders of Voting Class A Common Stock and Nonvoting Class A Common Stock shall participate equally with respect to the payment of any such preferential amount upon liquidation, dissolution or winding up of the Corporation.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Class A Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock, the preferential distributions to which the holders of shares of the Class A Common Stock shall thereafter be entitled to receive pursuant to this Section 2 shall be adjusted accordingly.

After payment upon any liquidation, dissolution or winding up of the Corporation to the holders of shares of the Class A Common Stock as hereinabove provided, the remaining assets of the Corporation shall be paid and/or distributed to the holders of shares of the Class A Common Stock and the Class B Common Stock in proportion to the respective number of shares held by them.

Neither the merger nor consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a sale, transfer or lease or all or any part of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 2.

3. Voting Rights. Except as otherwise provided herein and except as otherwise provided by law, the holders of shares of Nonvoting Class A Common Stock shall not be entitled to vote for any purpose whatsoever. Each holder of shares of Voting Class A Common Stock shall be entitled to cast 399.754 votes in respect of each share of such stock held by him and shall be entitled to cast such votes for any and all purposes. Each holder of shares of the Class B Common Stock shall be entitled to cast one vote in respect of each share of such stock held by him and shall be entitled to cast such vote for any and all purposes. Except as otherwise provided by law, the holders of Voting Class A Common Stock and the Class B Common Stock shall vote together as a single class on all matters.

*   *   *

THIRD: The Restated Certificate of Incorporation of the Corporation is hereby further amended by striking Paragraph 7 of ARTICLE V thereof in its entirety and substituting in lieu thereof the following:

*   *   *

7. The Corporation will not issue or reissue any Class A Common Stock or Class B Common Stock of the Corporation or sell or otherwise transfer any Class A Common Stock or Class B Common

Stock held by or for the account of the Corporation, unless such issuance, reissuance, sale or other transfer shall first have been approved by the affirmative vote of the holders of a majority of the shares of the Class A Common Stock and the Class B Common Stock then issued and outstanding voting together as a single class.

* * *

FOURTH: The above amendment to the Restated Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and all of the stockholders of the Corporation entitled to vote thereon in accordance with the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by its officers thereto duly authorized.

Dated: March 29, 1991

Attest:

John H. FitzSimons
Secretary

(Corporate Seal)

The Dyson-Kissner-Moran Corporation

By:
Ernest H. Lorch
President and Chief Executive Officer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1992, AT 10 O'CLOCK A.M.

SECRETARY'S OFFICE DELAWARE

Jeffrey W. Bullock, Secretary of State

0558820 8100

AUTHENTICATION: 7638017

091013314

DATE: 11-12-09

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/27/1992
732148007 - 558820

RESTATED CERTIFICATE OF INCORPORATION
OF
THE DYSON-KISSNER-MORAN CORPORATION

The undersigned, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on October 28, 1960 (under the name "The Dyson Company, Inc."); a Restated Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on June 13, 1989; and an amendment to the Restated Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on April 1, 1991.

2. In the manner prescribed by §245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation was duly authorized and adopted by the unanimous written consent of all of the directors and all of the stockholders of the Corporation.

3. The text of the Certificate of Incorporation of the Corporation, as heretofore amended, and as amended, supplemented and restated hereby, is amended and restated in its entirety as follows to read as hereinafter set forth in full:

* * *

Article I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

"The Dyson-Kissner-Moran Corporation"

Article II

The registered office of the Corporation is located at 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

Article III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Article IV

(1) Authorized Capital Stock.

(a) The total number of shares of all classes of stock which the Corporation is authorized to issue is 2,188,652 shares, consisting of:

(i) 10,000 shares of Class A Voting Common Stock, par value $0.10 per share (the "Class A Voting Common Stock");

(ii) 1,500,000 shares of Class A Non-Voting Common Stock, par value $0.10 per share (the "Class A Non-Voting Common Stock");

(iii) 400,000 shares of Class B Common Stock, par value $0.10 per share (the "Class B Common Stock"); and

(iv) 278,652 shares of Preferred Stock, par value $0.10 per share (the "Preferred Stock").

The Class A Voting Common Stock and the Class A Non-Voting Common Stock shall hereinafter together be referred to as the "Class A Common Stock". The Class A Common Stock and the Class B Common Stock shall hereinafter together be referred to as the "Common Stock".

(b) Except as may be expressly provided in Division A of this Article IV or in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock, the amount of the authorized capital stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of shares of the voting Common Stock of the Corporation having the right to cast a majority of the votes evidenced by such voting Common Stock.

(2) Dividends.

Subject to any restrictions on the payment of dividends contained in Division A of this Article IV or in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock:

(a) The holders of the Class A Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors of the Corporation and shall participate in any and all dividend distributions on an equal per share basis.

(b) Each holder of a share of the Class B Common Stock shall be entitled to receive out of the assets of the Corporation legally available for the payment of dividends, as and when declared by the Board of Directors of the Corporation, non-cumulative cash dividends on the shares of the Class B Common Stock in the amount of $0.08 per share of the Class B Common Stock per annum for each fiscal year of the Corporation, during the period from and including the date such share is issued (or is deemed to have been issued) and payable quarterly (i.e. $0.02 per share per quarter), in arrears, on the last day of each of January, April, July and October, to holders of record on each such date. Such dividends shall be payable prior to the payment of any dividends on the Class A Common Stock. However, in the event that the Board of Directors shall declare any dividend on the Class A Common Stock of less than $0.02 per share per any quarter, the dividends to which the holders of the Class B Common Stock shall be entitled for such quarter shall be equal to such lesser amount per share. In addition to such fixed dividends, the holders of shares of Class B Common Stock shall be entitled to receive participating dividends for each fiscal year in an aggregate amount per share equal to the excess over $12.00 per share of the aggregate amount of dividends declared per share on the Class A Common Stock with respect to record dates falling within such year. Any such participating dividends shall be payable, without further action by the Board of Directors, in the same manner (including without limitation the same record and payment dates) as the dividends on the Class A Common Stock giving rise to such participating dividends on the Class B Common Stock. Except as aforesaid, no dividends shall be payable on the Class B Common Stock.

(3) Liquidation, Dissolution or Winding Up.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders:

(i) (A) Each holder of the Class A Common Stock shall be entitled to receive the "Class A Common Stock Priority Liquidation Amount" (as hereinafter defined) (and the holders of the Class A Common Stock shall participate in any and all such distributions on an equal per share basis) out of the net assets of the Corporation available for distribution to the holders of the capital stock of the Corporation, after the Corporation shall have satisfied or made provision for its debts and obligations and for the payment to the holders of shares of the Preferred Stock (other than the Preferred Stock established pursuant to Division A of this Article IV (the "Division A Preferred Stock"), except as hereinafter expressly provided with respect to the "Series A1 Priority Liquidation Amount" in respect of the Division A Preferred Stock designated as the "Series A1") any preferential rights to receive distributions of the net assets of the Corporation, and before any distributions shall be made to holders of shares of the Class B Common Stock or any other class of stock (including without limitation the Division A Preferred Stock, except as hereinafter expressly provided with respect to the Series A1 Priority Liquidation Amount in respect of the Division A Preferred Stock, Series A1) ranking junior to the Class A Common Stock, or the Division A Preferred Stock, Series A1, with respect to the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(B) For purposes hereof, the "Class A Common Stock Priority Liquidation Amount" shall mean:

(I) the fixed amount per share of $125 in cash, in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effected prior to the occurrence of a "Permanent Dividend Rate Adjustment Event" (as defined in Paragraph (2) of Division A of this Article IV); or

(II) the fixed amount per share of $62.50 in cash, in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effected upon or after the occurrence of a Permanent

Dividend Rate Adjustment Event.

However, the "Class A Common Stock Priority Liquidation Amount" as between the holders of the Class A Common Stock and the holders of the Class B Common Stock shall always be the fixed amount per share of $125.

(ii) (A) Each holder of the Division A Preferred Stock, Series A1, shall be entitled to receive the "Series A1 Priority Liquidation Amount" (as hereinafter defined) (and the holders of the Division A Preferred Stock, Series A1, shall participate in any and all such distributions on an equal per share basis) out of the net assets of the Corporation available for distribution to the holders of the capital stock of the Corporation, after the Corporation shall have satisfied or made provision for its debts and obligations and for the payment to the holders of shares of the Preferred Stock (other than the Division A Preferred Stock, Series A2, A3 and A4) any preferential rights to receive distributions of the net assets of the Corporation, and before any distributions shall be made to holders of shares of the Class B Common Stock or any other class of stock (including without limitation the Division A Preferred Stock, Series A2, A3 and A4) ranking junior to the Class A Common Stock and the Division A Preferred Stock, Series A1, with respect to the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation. Any payment of the Series A1 Priority Liquidation Amount with respect to a share of the Division A Preferred Stock, Series A1, shall be applied to reduce the Series A1 Liquidation Amount (as defined in Paragraph (2) of Division A of this Article IV) with respect to such share.

(B) For purposes hereof, the "Series A1 Priority Liquidation Amount" shall mean:

(I) the fixed amount per share of $125 in cash, in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effected prior to the occurrence of a Permanent Dividend Rate Adjustment Event; or

(II) the fixed amount per share of $62.50 in cash, in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effected upon or after the occurrence of a Permanent

Dividend Rate Adjustment Event.

(b) Distributions in respect of the Class A Common Stock Priority Liquidation Amount or the Series A1 Priority Liquidation Amount shall be shared by the holders of the Class A Common Stock and the Division A Preferred Stock, Series A1, *pari passu*.

(c) After the payment of the Class A Common Stock Priority Liquidation Amount to each holder of a share of the Class A Common Stock, and the payment of the Series A1 Priority Liquidation Amount to each holder of a share of the Division A Preferred Stock, Series A1, then:

(i) in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effective prior to the occurrence of a Permanent Dividend Rate Adjustment Event, the holders of the Class A Common Stock and the Class B Common Stock (subject to the last sentence of Paragraph (3)(a)(i)(B) of this Article IV) and the Division A Preferred Stock shall participate in any and all such distributions on the Class A Common Stock, the Class B Common Stock and the Division A Preferred Stock on an equal per share basis (adjusted for any recapitalization, stock split, stock dividend or combination of shares subsequent to the date on which the Recapitalization Agreement shall be effective); except that the distributions on each share of the Division A Preferred Stock shall not exceed the "Series A Liquidation Amount" (as defined in Paragraph (2) of Division A of this Article IV) which remains unpaid (after reduced pursuant to the last sentence of Paragraph (3)(a)(ii)(A) of this Article IV) with respect to such share of the Division A Preferred Stock; or

(ii) in the event of any liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders adopted or effected on or after the occurrence of a Permanent Dividend Rate Adjustment Event, each holder of a share of the Division A Preferred Stock shall be entitled to receive the Series A Liquidation Amount which remains unpaid (after reduced pursuant to the last sentence of Paragraph (3)(a)(ii)(A) of this Article IV) with respect to such share of the Division A Preferred Stock prior to any distribution to the holders of the Class A Common Stock and the Class B Common Stock (and the holders of the Class A Common Stock and the Class B Common Stock shall participate in distributions on an equal per share basis (subject to the last sentence of Paragraph (3)(a)(i)(B) of this Article IV)).

(d) The merger or consolidation of the Corporation into or with any other corporation or the merger of any other corporation into the Corporation, or the lease or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or a winding-up of the Corporation.

(c) In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Class A Common Stock, the Class B Common Stock or the Division A Preferred Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock:

(i) the fixed and participating dividends to which the holders of shares of the Class B Common Stock shall thereafter be entitled to receive pursuant to Paragraph (2) of this Article IV shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Class A Common Stock or the Class B Common Stock, as the case may be, issued and outstanding immediately prior to such event;

(ii) the preferential distributions to which the holders of shares of the Class A Common Stock or the Division A Preferred Stock, Series A1, shall thereafter be entitled to receive pursuant to this Paragraph (3) shall be adjusted accordingly; and

(iii) the limitation on distributions to which the holders of shares of the Division A Preferred Stock shall thereafter be entitled to receive pursuant to this Paragraph (3) shall be adjusted accordingly.

(4) Voting.

(a) Except to the extent that the holders of shares of the Preferred Stock are granted, in Division A of this Article IV or in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock, the right to vote for the election of directors or on matters requiring action by the stockholders or submitted to the stockholders for action, the holders of the Class A Voting Common Stock and the Class B Common Stock shall have the exclusive right to vote for (or to consent with respect to) the election of directors and, except as otherwise may be required by law, on all other matters requiring action by the stockholders or submitted to the stockholders for action.

(b) In connection with any matter submitted to the stockholders of the Corporation, each holder of record of a share of the Common Stock shall be entitled to the following number of votes for each share of the designated Common Stock owned of record by such holder:

Class A Voting Common Stock:	400	votes per share
Class A Non-Voting Common Stock:	-0-	votes per share, except as may otherwise be required by law
Class B Common Stock:	1.0	vote per share

(c) Except as otherwise required by law, the holders of the Class A Voting Common Stock and the Class B Common Stock shall vote together as one class; and the holders of the Class A Non-Voting Common Stock shall not be entitled to vote for any purpose.

(5) Preferred Stock.

The Preferred Stock may be issued from time to time in classes or series and shall have such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in Division A of this Article IV or in the resolutions of the Board of Directors providing for the issuance of such stock. The holders of the Preferred Stock shall have no voting rights except as required by law or as expressed in Division A of this Article IV or in resolutions adopted by the Board of Directors of the Corporation pursuant to this Paragraph (5) of this Article IV with respect to the Preferred Stock.

* * *

Division A of Article IV

Designations, Preferences and Rights
of Preferred Stock, Series A1, Series A2, Series A3 and Series A4

(1) Designation of Series.

(a) Four series of Preferred Stock, par value $0.10 per share, are, pursuant to this Division A, hereby designated and hereafter known as the:

Preferred Stock, par value $0.10 per share, Series A1 (hereinafter referred to as the "Series A1");

Preferred Stock, par value $0.10 per share, Series A2 (hereinafter referred to as the "Series A2");

Preferred Stock, par value $0.10 per share, Series A3 (hereinafter referred to as the "Series A3"); and

Preferred Stock, par value $0.10 per share, Series A4 (hereinafter referred to as the "Series A4").

(b) The Series A1, the Series A2, the Series A3 and the Series A4 shall be deemed designated pursuant to the provisions of Paragraph (5) of Article IV hereof.

(c) Any amendment of the terms of the Series A1, the Series A2, the Series A3 or the Series A4 shall be effective if approved by the Board of Directors of the Corporation and by the vote of the Series A as expressly provided in this Division A (and without the necessity of any vote of the other stockholders of the Corporation of any other class or series).

(2) Definitions.

The following terms used in this Division A shall have the meanings specified in this Paragraph (2):

"Adjusted EBIT" of the Corporation shall mean, for any 12-month period ending as of the end of a fiscal quarter of the Corporation, the consolidated net income (determined in accordance with generally accepted accounting principles) of the Corporation and its Consolidated Subsidiaries before interest and taxes, reduced by any income recognized in respect of dividends or interest payable to the Corporation and its Consolidated Subsidiaries which has not been paid in cash, and reduced by any gains, and increased by any losses, on the disposition of assets.

"Affiliate" shall mean, as to any Person, any other Person which, directly or indirectly, controls, or is under common control with, or is controlled by, such Person and, if such Person is an individual, any member of the family (including parents, spouse, children and grandchildren) of such individual and any trust whose principal beneficiary is such individual or one or more members of such family and any Person who is controlled by any such member or trust. As used in this definition, "control" (including, with its correlative meanings, "controlled by" and "under common control with") shall mean possession, directly or indirectly, of power to direct or cause the direction of management or policies of a Person (whether through ownership of securities or partnership or other ownership interests, by contract or otherwise); and any Person which owns directly or indirectly 10% or more of the securities having ordinary voting power for the election of directors or other governing body of a corporation or 10% or more of a partnership or other ownership interest of any other Person will be deemed to control such corporation or other Person. When used with respect to the Corporation, "Affiliate" shall also include the following: (i) any direct or indirect Subsidiary of the Corporation or of any other Affiliate of the Corporation; (ii) Patterson Planning & Services, Inc., a Delaware corporation; (iii) DKM-MLP, or any general partner of DKM-MLP; (iv) MultiServ, WM Financial Corporation (a Delaware corporation), Janus Industries, Inc. (a Delaware corporation), and Core-Mark International, Inc. (a Delaware corporation); and (v) any partnership of which any of the foregoing or any other Affiliate is a general partner, or is the holder of any interest in such partnership entitling the holder thereof to 10% or more of the profits and losses of the partnership or which represents 10% or more of the contributed capital or the capital contribution requirements of the partnership.

"Bankruptcy Code" shall mean the United States Bankruptcy Code of 1978, as amended (as now or hereafter in effect).

"Business Day" shall mean any day on which commercial banks are not authorized or required to close in the City of New York.

"Change in Control" with respect to the Corporation shall mean that, and shall be deemed to have occurred if, the Dyson Group (other than The Dyson Foundation) shall have sold, transferred or otherwise disposed of shares of the capital stock of the Corporation (or interests in the Voting Trust), other than to "Permitted Transferees" (as hereinafter defined), such that the Dyson Group (other than The Dyson Foundation) and such Permitted Transferees shall cease to beneficially own at least 50% of the shares of each class of capital stock (adjusted for any recapitalization, stock split, stock dividend or combination of shares subsequent to the date on which the Recapitalization Agreement shall be effective, and less any shares (or interests under the Voting Trust with respect to such shares) of the capital stock of the Corporation transferred to The Dyson Foundation (or to the Voting Trust for the benefit of The Dyson Foundation) by Charles H. Dyson (or his estate), the Charles H. Dyson Marital Trust (established under the Last Will and Testament of Margaret M. Dyson) or the Estate of Margaret M. Dyson) beneficially owned by the Dyson Group (other than The Dyson Foundation) as of the effectiveness of the Recapitalization Agreement. For purposes hereof, "Permitted Transferees" shall mean and include: other members of the Dyson Group (other than The Dyson Foundation); and the estates and lineal descendants of members of the Dyson Group (other than The Dyson Foundation) or other members of their families, or to trusts established for the benefit of members of the Dyson Group (other than The Dyson Foundation) or their lineal descendants or family members.

"Consolidated Subsidiary" shall mean those Subsidiaries whose accounts are consolidated with the accounts of the Corporation in accordance with the Corporation's policy of consolidation in effect from time to time and generally accepted accounting principles and shall exclude the following Subsidiaries: DKM Properties Corp., DKM Resources, Inc. or Leader National Insurance Corporation or any of their Subsidiaries.

"Debt-to-Equity Ratio" when used with respect to the Corporation shall mean, as of the end of any fiscal quarter, the ratio determined by dividing the aggregate Indebtedness of the Corporation and its Consolidated Subsidiaries by the consolidated net worth of the Corporation (including the greater of the stated value or redemption or liquidation value of Preferred Stock, including the Series A). Any determination of a Debt-to-Equity Ratio for any fiscal quarter shall be based on the regularly prepared consolidated financial statements of the Corporation for such fiscal quarter.

"Default Dividend Rate" when used with respect to the determination of dividends on the Series A shares shall mean the Regular Dividend Rate plus two percentage points.

"Dispose" or "Disposition" in connection with any shares of the capital stock of the Corporation shall mean a sale, assignment, gift, pledge, mortgage, hypothecation or other transfer of, the imposition of any lien or encumbrance on or the grant of any interest therein, whether occurring voluntarily or involuntarily, directly or indirectly, or by operation of law or otherwise.

"Dividend Commencement Date":

(a) with respect to any share of the Series A1 or the Series A2, shall mean May 1, 1992; and

(b) with respect to any share of the Series A3 or the Series A4, shall mean February 1, 1993.

"Dividend Payment Date" shall mean the last day of each January, April, July and October (or the next following Business Day if such day is not a Business Day) in each year; the first such Dividend Payment Date with respect to any share of the Series A to be the first such date following the Dividend Commencement Date of such share.

"DKM-MLP" shall mean DKM-MLP Limited Partnership, a Delaware limited partnership, or any Person succeeding to substantially all of the businesses and assets of DKM-MLP Limited Partnership.

"Dyson Group" shall mean and include Charles H. Dyson, the Estate of Margaret M. Dyson, the Charles H. Dyson Marital Trust (established under the Last Will and Testament of Margaret M. Dyson), Robert R. Dyson, Anne E. Dyson, the Robert R. Dyson 1987 Family Trust, the Anne E. Dyson 1987 Family Trust and The Dyson Foundation.

"Financing Agreement" shall mean any credit or loan agreement, trust indenture, security agreement, mortgage, note or other agreement, document or instrument, or under the terms of any Preferred Stock or other equity or debt security of the Corporation or any of its Subsidiaries or other agreement, document or instrument setting forth rights of the holders of such Preferred Stock or other equity or debt security, entered into by the Corporation or any of its Subsidiaries, with any Person (including any public offering) providing financing, credit or equity to the Corporation or any of its Subsidiaries, provided that the foregoing is either: (i) the eight bank credit agreements to which the Corporation is a party as of May 26, 1992; or (ii) entered into, or issued, by the Corporation or any of its Subsidiaries in connection with any refinancing, restructuring, replacement, refunding or extension of any Financing Agreement to which reference is made in the preceding clause (i) or any further refinancing, restructuring, replacement, refunding or extension of any Financing Agreement to which reference is made in this clause (ii).

"Indebtedness" of the Corporation shall mean:

(a) indebtedness created, issued or incurred by the Corporation or its Consolidated Subsidiaries for borrowed money (whether by loan or the issuance and sale of debt securities); and indebtedness of the Corporation or its Consolidated Subsidiaries secured by any lien, security interest, pledge, encumbrance, mortgage or other charge on property or assets of the Corporation or its Consolidated Subsidiaries, whether or not the respective Indebtedness so secured has been assumed by the Corporation or its Consolidated Subsidiaries;

(b) obligations of the Corporation or its Consolidated Subsidiaries to pay the deferred purchase price or acquisition price of property or services; and

(c) aggregate obligations of the Corporation or its Consolidated Subsidiaries under any lease classified and accounted for as a capital lease.

"Insolvency Event" with respect to the Corporation shall mean that, and shall have occurred if:

(a) the Corporation shall: (1) apply for or consent to the appointment of, or the taking of possession by, a receiver, custodian, trustee or liquidator of itself or of all or a substantial part of its property; (2) make a general assignment for the benefit of its creditors; (3) commence a voluntary case under the Bankruptcy Code; (4) file a petition seeking to take advantage of any other law relating to bankruptcy, insolvency, reorganization, winding-up, or composition or readjustment of debts; (5) fail to controvert in a timely and appropriate manner, or acquiesce in writing to, any petition filed against it in an involuntary case under the Bankruptcy Code; or (6) take any corporate action for the purpose of effecting any of the foregoing;

(b) a proceeding or case shall be commenced, without the application or consent of the Corporation, in any court of competent jurisdiction, seeking: (1) its liquidation, reorganization, dissolution or winding-up, or the composition or readjustment of its debts; (2) the appointment of a trustee, receiver, custodian, liquidator or the like of the Corporation of all or any substantial part of its assets; or (3) similar relief in respect of the Corporation under any law relating to bankruptcy, insolvency, reorganization, winding-up, or composition or adjustment of debts, and such proceeding or case shall continue undismissed, or an order, judgment or decree approving or ordering any of the foregoing shall be entered and continue unstayed and in effect, for a period of sixty (60) or more days; or

(c) an order for relief against the Corporation shall be entered in an involuntary case under the Bankruptcy Code.

"Interest Coverage Ratio" when used with respect to the Corporation shall mean, as of the end of any fiscal quarter of the Corporation, the ratio of Adjusted EBIT for the 12-month period ending as of the end of such fiscal quarter to Interest Expense for the same period. Any determination of a Interest Coverage Ratio shall be based on the regularly prepared consolidated financial statements of the Corporation for such 12-month period.

"Interest Expense" of the Corporation shall mean, for any 12-month period ending as of the end of a fiscal quarter of the Corporation, the sum of the following:

(a) all interest in respect of Indebtedness accrued or capitalized by the Corporation or its Consolidated Subsidiaries (whether or not actually paid);

(b) the net amounts payable by the Corporation or its Consolidated Subsidiaries under any interest rate swap, cap or collar agreement or arrangement with any financial institution providing for the transfer or mitigation of interest risks either generally or under specific contingencies;

(c) commitment fees, letter of credit fees and bonding fees and expenses payable by the Corporation or its Consolidated Subsidiaries; and

(d) any dividends paid, declared, cumulated or accrued on Preferred Stock (other than the Series A) of the Corporation or its Consolidated Subsidiaries.

"Junior Securities" shall mean shares of the Class A Common Stock and the Class B Common Stock issued pursuant to the Recapitalization Agreement, together with any shares of capital stock or securities of the Corporation issued from time to time in respect of such Junior Securities, whether by dividend or stock split or otherwise in exchange or substitution therefor.

"MultiServ" shall mean MultiServ International, N.V., a corporation organized under the laws of The Netherlands, and any Person succeeding to substantially all of the businesses and assets of MultiServ International, N.V.

"Original Holder" shall mean John A. Moran, Ernest H. Lorch and C. Richard Owens.

"Permanent Dividend Rate Adjustment Event" shall mean, and shall be deemed to have occurred upon the earlier of, the following:

(a) the satisfaction of the Ratio Targets as of the end of four consecutive fiscal quarters of the Corporation (without interruption as to any fiscal quarter as of the end of which the Ratio Targets are not satisfied);

(b) DKM-MLP shall have repaid to the Class D Partner (as defined in the partnership agreement governing DKM-MLP) in full (in cash, unless otherwise agreed by the Class D Partner) the entire capital account of the Class D Partner, together with all accretions and accrued profits allocable thereto; and MultiServ shall have repaid in full (in cash, unless otherwise agreed by the Corporation) all outstanding indebtedness of MultiServ to the Corporation and its Affiliates (other than the Dyson Group, DKM-MLP and any general partner of DKM-MLP which is not the Corporation or any Subsidiary of the Corporation) and their assigns and shall have redeemed (in cash, unless otherwise agreed by the Corporation) all shares of preferred stock and other equity securities of MultiServ owned by the Corporation and its Affiliates (other than the Dyson Group, DKM-MLP and any general partner of DKM-MLP which is not the Corporation or any Subsidiary of the Corporation) and their assigns;

(c) MultiServ shall have repaid in full (in cash, unless otherwise agreed by the Corporation) all outstanding indebtedness of MultiServ to the Corporation and its Affiliates (other than the Dyson Group, DKM-MLP and any general partner of DKM-MLP which is not the Corporation or any Subsidiary of the Corporation) and their assigns and shall have redeemed (in cash, unless otherwise agreed by the Corporation) all shares of preferred stock and other equity securities of MultiServ owned by the Corporation and its Affiliates (other than the Dyson Group, DKM-MLP and any general partner of DKM-MLP which is not the Corporation or any Subsidiary of the Corporation) and their assigns; and MultiServ shall have been completely sold and an amount equal to the after-tax proceeds of such sale shall have been used by MultiServ or DKM-MLP to repay to the Class D Partner the capital account of the Class D Partner, together with all accretions and accrued profits allocable thereto, to the extent of such amount; or

(d) February 1, 1996.

"Permitted Series A Restrictions" shall mean such terms and conditions, contained in any Financing Agreement, which directly or indirectly restrict the ability of the Corporation to pay dividends on, or to redeem, shares of the Series A, or under which terms and conditions, or as a consequence of which terms and conditions, the payment of dividends on, or the redemption of, shares of the Series A is prohibited or would constitute a violation thereof, a conflict therewith or a default thereunder, but only to the extent that:

(a) such terms and provisions are contained in any of the eight bank credit agreements to which the Corporation is a party as of May 26, 1992;

(b) such terms and provisions are contained in any Financing Agreement which is entered into, or issued, by the Corporation or any of its Subsidiaries in connection with any refinancing, restructuring, replacement, refunding or extension of any Financing Agreement to which reference is made in the preceding clause (a); or

(c) such terms and provisions are contained in any other Financing Agreement entered into, or issued, by the Corporation or any of its Subsidiaries, provided that such terms and provisions are no more restrictive than the terms and provisions to which reference is made in the preceding clauses (a) or (b), unless otherwise expressly approved for purposes of this clause (c) by any director serving pursuant to Paragraph (8) of this Division A, or by a majority vote of the holders of the then outstanding Series A shares acting together as a class.

"Person" shall mean any individual, corporation, company, voluntary association, partnership, joint venture, trust, unincorporated organization or government (or any agency, instrumentality or political subdivision thereof).

"Ratio Targets" shall mean that:

(a) the Debt-to-Equity Ratio of the Corporation, as of the end of a fiscal quarter of the Corporation, is not greater than 0.5; and

(b) the Interest Coverage Ratio of the Corporation, as of the end of a fiscal quarter of the Corporation, is at least 2-to-1.

"Recapitalization Agreement" shall mean the Agreement dated as of May 26, 1992 among: (i) the Corporation; (ii) the stockholders, as of May 26, 1992, of the Corporation and the holders of Voting Trust Certificates under the Voting Trust Agreement dated as of August 1, 1979, as amended, among the Corporation, the

Voting Trustees thereunder and persons who have contributed to the Voting Trust shares of the capital stock of the Corporation; and (iii) the Voting Trustees under such Voting Trust Agreement. All shares of the capital stock of the Corporation proposed to be issued pursuant to the Recapitalization Agreement shall be deemed to have issued as of the date on which the Recapitalization Agreement shall be effective.

"Regular Dividend Rate" when used with respect to the determination of dividends on the Series A shares shall mean the rate of 3.0% per annum of the applicable Series A Redemption Price initially and until the occurrence of a Temporary Dividend Rate Adjustment Event or a Permanent Dividend Rate Adjustment Event, at which time the Regular Dividend Rate shall thereafter be (temporarily or permanently, as the case may be) the rate of 7.5% per annum of the applicable Series A Redemption Price. In the event of a Temporary Dividend Rate Adjustment, the Regular Dividend Rate for the fiscal quarter of the Corporation following the fiscal quarter as of the end of which a Temporary Dividend Rate Adjustment Event has occurred shall be 7.5% per annum of the applicable Series A Redemption Price for (and solely for) such fiscal quarter.

"Scheduled Redemption" shall mean any redemption of shares of the Series A made, or required to made (subject to any right of the Corporation to defer such redemption, as herein provided), as of any Scheduled Redemption Date.

"Scheduled Redemption Date" with respect to any share of the Series A shall mean the last day of each of May and October 1997 and April and October 1998, 1999 and 2000 (or the next following Business Day if such day is not a Business Day).

"Series A" shall mean the Series A1, the Series A2, the Series A3 and the Series A4, collectively.

"Series A1" shall have the meaning given such term in Paragraph (1)(a) of this Division A.

"Series A2" shall have the meaning given such term in Paragraph (1)(a) of this Division A.

"Series A3" shall have the meaning given such term in Paragraph (1)(a) of this Division A.

"Series A4" shall have the meaning given such term in Paragraph (1)(a) of this Division A.

"Series A Liquidation Amount" shall mean the Series A1 Liquidation Amount, the Series A2 Liquidation Amount, the Series A3 Liquidation Amount and the Series A4 Liquidation Amount.

"Series A1 Liquidation Amount" shall mean initially $372.00 per share of the Series A1, together with any accumulated and unpaid dividends thereon, in cash.

"Series A2 Liquidation Amount" shall mean initially $268.00 per share of the Series A2, together with any accumulated and unpaid dividends thereon, in cash.

"Series A3 Liquidation Amount" shall mean initially $253.75 per share of the Series A3, together with any accumulated and unpaid dividends thereon, in cash.

"Series A4 Liquidation Amount" shall mean initially $246.33 per share of the Series A4, together with any accumulated and unpaid dividends thereon, in cash.

"Series A Redemption Price" shall mean the Series A1 Redemption Price, the Series A2 Redemption Price, the Series A3 Redemption Price and the Series A4 Redemption Price.

"Series A1 Redemption Price" shall mean $372.00 per share of the Series A1, in cash.

"Series A2 Redemption Price" shall mean $268.00 per share of the Series A2, in cash.

"Series A3 Redemption Price" shall mean $253.75 per share of the Series A3, in cash.

"Series A4 Redemption Price" shall mean $246.33 per share of the Series A4, in cash.

"Subsidiary" shall mean, with respect to any Person, any other Person of which at least a majority of the outstanding shares of stock or other ownership interests having by the terms thereof ordinary voting power to elect a majority of the board of directors or other similar management body of such other Person (irrespective of whether or not at the time stock or other ownership interests of any other class or classes of such other Person shall have or might have voting power by reason of the happening of any contingency) is at the time directly or indirectly owned or controlled by such first Person or one or more of the Subsidiaries of such first Person.

"Temporary Dividend Rate Adjustment Event" shall mean, and shall be deemed to have occurred upon, the satisfaction of the Ratio Targets as of the end of any fiscal quarter of the Corporation.

"Voting Trust" shall mean voting trust established under the Voting Trust Agreement dated as of August 1, 1979, as amended, among the Corporation, the Voting Trustees thereunder and persons who have contributed to the Voting Trust shares of the capital stock of the Corporation.

(3) Number of Shares; Reservation of Shares; Fractional Certificates.

(a) The number of shares in the Series A shall be as follows:

Series A1:	70,000
Series A2:	115,383
Series A3:	70,192
Series A4:	23,077

Shares of the Series A redeemed, purchased or otherwise acquired by the Corporation shall be canceled and shall revert to authorized but unissued Preferred Stock, par value $0.10 per share, undesignated as to series and subject to reissuance by the Corporation as shares of the Preferred Stock, par value $0.10 per share, of any one or more series (other than the Series A).

(b) (i) The Series A1 and the Series A2 shall be issuable originally solely to John A. Moran.

(ii) The Series A3 shall be issuable originally solely to Ernest H. Lorch.

(iii) The Series A4 shall be issuable originally solely to C. Richard Owens.

(c) The Corporation shall be authorized to issue certificates for fractional shares of the Series A.

(4) Dividends.

(a) Each holder of a share of the Series A shall be entitled to receive out of the assets of the Corporation legally available for the payment of dividends, as and when declared by the Board of Directors of the Corporation, cash dividends on the shares of the Series A at the Regular Dividend Rate applicable thereto, and no more, from and after the Dividend Commencement Date of such share and payable, in arrears (calculated on the basis of the actual number of days in the calendar year), on each Dividend Payment Date to holders of record on the 5th day preceding the Dividend Payment Date. Dividends shall cumulate (until paid) on a daily basis and whether or not declared. There shall be no compounding of dividends based on any dividends that shall accumulate from time to time (whether at the Regular Dividend Rate or the

Default Dividend Rate).

(b) Dividends on shares of the Series A shall cumulate at the applicable Default Dividend Rate (in lieu of the Regular Dividend Rate) under the following circumstances:

(i) so long as all of the following would be the case: dividends on the Series A have accumulated and remain unpaid in an aggregate amount equal to the dividends payable on the then outstanding Series A shares for one Dividend Payment Date; and the failure of the Corporation to declare or pay such dividends is not due to the applicability of any Permitted Series A Restriction; and

(ii) to the extent provided in Paragraph (5) of this Division A.

(c) All holders of shares of the Series A1, the Series A2, the Series A3 or the Series A4 shall be entitled to receive an equal amount per share of any dividends paid on the shares of such particular series. If at any time the Corporation shall pay less than the total amount of dividends then payable on the shares of the Series A1, the Series A2, the Series A3 or the Series A4, the aggregate payment to all holders of shares of the Series A1, the Series A2, the Series A3 and the Series A4 shall be distributed as between the Series A1, the Series A2, the Series A3 and the Series A4 by multiplying the total amount of dividends actually to be paid by a fraction, the *numerator* of which shall be the aggregate dividends otherwise payable on such Dividend Payment Date on the Series A1, the Series A2, the Series A3 or the Series A4 , as the case may be, and the *denominator* of which shall be the aggregate dividends otherwise payable on such Dividend Payment Date on the Series A.

(5) Redemption of Series A Shares.

(a) The Corporation may, from time to time in whole or in part, voluntarily redeem shares of the Series A at a price equal to the Series A Redemption Price applicable thereto. Shares of the Series A1, the Series A2, the Series A3 and the Series A4 redeemed pursuant to this Paragraph (5)(a) may be credited by the Corporation (in such order as the Corporation shall elect) against any shares of the Series A1, the Series A2, the Series A3 and the Series A4, as the case may be, required to be redeemed pursuant to Paragraph (5)(b) of this Division A.

(b) Except as hereinafter provided, on each Scheduled Redemption Date the Corporation shall redeem such number of shares of the Series A1, the Series A2, the Series A3 and the Series A4 as shall equal the aggregate number of shares of such Series A then outstanding divided by the number of Scheduled Redemption Dates remaining (including the then current Scheduled Redemption Date) (i.e. on the Scheduled

Redemption Date at the end of May 1997, one-eighth (1/8th) of the shares then outstanding), at a price equal to the applicable Series A Redemption Price.

(c) In the event that the Corporation shall be in default in effecting any Scheduled Redemption, within 60 days after such Scheduled Redemption Date unless waived (whether before or after) by the holders of then outstanding Series A shares (each of Series A1, A2, A3 and A4 consenting separately as a class as to any Scheduled Redemption as to such series) having the right to cast a majority of the votes evidenced by the particular Series A then outstanding, or cured within such 60 day period, the Corporation shall immediately (upon the expiration of such 60-day period) redeem all shares of the Series A, at their applicable Series A Redemption Prices. During such 60-day period (until and unless cured during such 60-day period), dividends shall cumulate on the shares as to which the default exists with respect to their redemption in accordance with such Scheduled Redemption at the Default Dividend Rate; and unless such default is cured within such 60-day period, dividends on all of the Series A shares shall cumulate thereafter at the Default Dividend Rate until the shares are redeemed.

(d) In the event that:

(i) the Corporation shall be in default in the performance of any of the covenants set forth in Paragraph (9)(a) of this Division A (unless cured within 60 days of the occurrence of such default); or

(ii) an Insolvency Event shall have occurred;

unless waived (whether before or after) by the holders of then outstanding Series A shares having the right to cast a majority of the votes evidenced by the Series A then outstanding, the Corporation shall immediately (upon the expiration of such 60-day period if applicable) redeem all shares of the Series A, at their applicable Series A Redemption Prices. Unless such default is waived as aforesaid or cured within any such applicable 60-day period, dividends on all of the Series A shares shall cumulate after the expiration of such 60-day period (or from and after the occurrence of any voluntary Insolvency Event) at the Default Dividend Rate until the shares are redeemed.

(e) In the event of the death of an Original Holder, the Corporation shall, upon the request of the estate of such Original Holder, redeem shares of the Series A held of record by him sufficient to enable the estate of such Original Holder to pay any incremental Federal and state estate tax payable in respect of the inclusion in the estate of the shares of the Series A owned of record by such Original Holder. In the event of any dispute between the estate of such Original Holder and the Corporation as to the amount of such incremental Federal and state estate tax payable, such dispute shall be referred to the regular independent accountants of the Corporation, and the determination of such dispute by such accountants shall be final and binding upon the estate of such Original Holder and the Corporation.

(f) In the event of a Change in Control, unless waived (whether before or after) in writing by the holders of then outstanding Series A shares having the right to cast a majority of the votes evidenced by the Series A then outstanding (acting together as a class), the Corporation shall immediately redeem all shares of the Series A, at their applicable Series A Redemption Prices.

(g) All redemptions of shares of the Series A shall be accompanied by the payment of all accumulated and unpaid dividends thereon, whether or not declared, in cash.

(h) (i) The Corporation shall mail (first class to the address for the holder given by such holder to the Corporation prior to such mailing), at least 30 days (but not more than 60 days) prior to any date on which shares of the Series A are to be redeemed, to each holder of a share of the Series A notice of any redemption of shares of the Series A, with instructions to tender to the Corporation within such 30-day period the shares to be redeemed. Such notice shall state the number of shares to be redeemed and the date on which such redemption is to be effected (subject to the receipt of the certificates for such shares, as hereinafter provided). Upon the receipt by the Corporation of such shares (duly endorsed for transfer to the Corporation), the Corporation shall mail (by registered mail) to the holder of such shares the amount payable in respect of such shares, together with a new certificate for any shares represented by the certificates tendered which are not redeemed. The Corporation shall not be in default in the making of any redemption of shares of the Series A if the holder of any share of the Series A shall fail to duly tender the certificates therefor prior to the date on which any redemption of such share is required to be made; provided that, upon the subsequent receipt of such certificates duly tendered, the Corporation shall promptly effect the redemption.

(ii) In the event that certificates evidencing shares of the Series A are lost, stolen or destroyed, the Corporation shall issue replacement certificates therefor upon the request of the record holder thereof provided that the holder furnishes to the Corporation such affidavits and indemnities, including any bond, as the Corporation shall request.

(i) Upon any redemption of shares of the Series A, each holder of shares of the Series A shall be entitled to have redeemed such number of shares of the Series A owned of record by such holder which represents such aggregate Series A Redemption Price as shall be determined by multiplying the aggregate Series A Redemption Price for the shares of the Series A proposed to be redeemed by a fraction, the *numerator* of which shall be the aggregate Series A Redemption Price of the shares of the Series A owned of record by such holder, and the *denominator* of which shall be the aggregate Series A Redemption Price of the number of the then outstanding Series A shares prior to giving effect to such redemption.

(j) Any obligation of the Corporation to redeem or purchase shares of the Series A (whether pursuant to any Scheduled Redemption, by acceleration or otherwise; other than acceleration upon a Change in Control or upon a default in the performance of any of the covenants set forth in Paragraph (9)(a) of this Division A (unless cured within 60 days of the occurrence of such default)) may be deferred by the Corporation and allocated equally to subsequent Scheduled Redemption Dates (if any) of such Series A if, and to the extent that:

(i) the failure of the Corporation to redeem or purchase is due to the applicability of any Permitted Series A Restriction; however, the Corporation's redemption or purchase obligation shall be satisfied by the Corporation no later than the earlier of:

(A) the 90th day following the date that any such Permitted Series A Restriction is no longer applicable to prevent the payment of such amount; or

(B) the last day of October 2000; or

(ii) if the redemption or purchase is then prohibited under the General Corporation Law of the State of Delaware; however, the Corporation's redemption or purchase obligation shall be satisfied by the Corporation no later than the earlier of:

(A) the 90th day following the date that any such prohibition is no longer applicable to prevent the payment of such amount, or

(B) the last day of October 2000.

In the event of any such deferral, dividends on such deferred Series A Redemption Price shall cumulate at the Regular Dividend Rates applicable thereto (and not the Default Dividend Rates, unless there shall be a subsequent default in effecting such deferred Scheduled Redemption) so long as such deferral is in effect. Any deferral in accordance with this Paragraph (5)(j) shall not constitute a default by the Corporation.

(6) Application of Payments.

Any and all payments to the holders of shares of the Series A in respect thereof (regardless of whether the Corporation shall have designated such payments as the payment of dividends or as the payment of any Series A Redemption Price) shall be applied as follows: *first*, to the payment of all dividends that have accumulated and remain unpaid; and *second*, to the payment of the Series A Redemption Price of such shares.

(7) Voting Rights.

(a) Except as to matters as to which the holders of shares of the Series A are entitled, by the terms of this Division A or by law, to vote or consent separately as a class, the holders of the Series A shall not be entitled to vote on any matter submitted to the holders of shares of the capital stock of the Corporation for their approval or consideration.

(b) In connection with any matter submitted to the holders of the Series A shares for their consideration or approval, each holder of record of a share of the Series A shall be entitled to the following number of votes for each such share:

Series A1:	2.0 votes per share
Series A2:	1.0 vote per share
Series A3:	1.0 vote per share
Series A4:	1.0 vote per share

(c) No amendment of the Certificate of Incorporation of the Corporation, as amended or restated from time to time, which would increase the number of authorized or outstanding shares of the Series A, amend any provision of this Division A, or which would adversely affect the rights or preferences of the Series A or the holders thereof, shall be effected without the prior approval of the holders of then outstanding Series A shares (having the right to cast a majority of the votes evidenced by the shares of the Series A then outstanding) voting separately as a class; however, no such amendment (and no waiver of any term of a particular Series A) which would modify the Series A Redemption Price with respect to a particular Series A, the rate at which dividends on a particular Series A accumulate, or when redemptions of the Series A or dividends thereon are required to be made with respect to a particular Series A, shall be effected without the prior approval of the holders of each then outstanding series of Series A shares so affected (having the right to cast a majority of the votes evidenced by the shares of such series then outstanding) voting separately as a class.

(8) Directors.

(a) So long as any shares of the Series A shall be outstanding, John A. Moran shall be permitted to be a director of the Corporation. However, such directorship is personal to Mr. Moran.

(b) In the event of the death of Mr. Moran or if Mr. Moran shall decline to serve as a director, and so long as shares of the Series A shall be outstanding, Ernest H. Lorch shall be permitted to be a director of the Corporation (provided that shares of the Series A3 shall be outstanding), and upon the death of Mr. Lorch or if Mr. Lorch shall decline to serve as a director (and so long as any shares of the Series A shall be outstanding), C. Richard Owens shall be permitted to be a director of the Corporation (provided that shares of the Series A4 shall be outstanding). Such right of Messrs. Lorch or Owens to be a director is personal to them.

(c) In the event that Messrs. Moran, Lorch and Owens shall either die or shall decline to serve as a director, or if Mr. Moran shall decline to serve as a director and Messrs. Lorch and Owens shall not be entitled to serve as directors because no shares of the Series A3 or Series A4 are outstanding, and so long as any shares of the Series A shall be outstanding, the holders of the shares of the Series A, voting together as one class, shall be entitled to elect one director of the Corporation; however, the identity of such director shall be subject to the prior approval of the Board of Directors of the Corporation (which approval shall not be unreasonably withheld).

(d) In the event that Mr. Moran shall be unable (other than because of his death or his resignation) to attend meetings of the Board of Directors of the Corporation, Mr. Lorch (provided that shares of the Series A3 shall be outstanding) or Mr. Owens (provided that shares of the Series A4 shall be outstanding) shall be permitted to attend any such meeting as an observer provided that Mr. Moran has advised the corporate Secretary of the Corporation that Mr. Lorch or Mr. Owens will be attending as an observer.

(e) No director appointed or elected pursuant to this Paragraph (8) shall be removed from office except any director elected pursuant to Paragraph (8)(c) of this Division A may be removed from office by a vote of the holders of the Series A shares then outstanding having the right to cast a majority of the votes evidenced by the Series A then outstanding.

(9) Covenants.

(a) So long as any shares of the Series A shall be outstanding, and without the prior written consent or approval of either the director appointed pursuant to Paragraph (8) hereof or the holders of then outstanding Series A shares having the right to cast a majority of the votes evidenced by the Series A outstanding (consenting or voting together as a class), the following covenants shall be applicable to the Corporation:

(i) So long as any dividends on the shares of the Series A shall have accumulated and remain unpaid as of any Dividend Payment Date, or so long as the Corporation shall not have made any Scheduled Redemption then due (without regard to any right of the Corporation to defer such Scheduled Redemption) or be in default in the redemption of any shares of the Series A, no dividends or other distributions (other than dividends or distributions payable exclusively in capital stock of the Corporation which ranks junior to the Series A upon any liquidation, dissolution or winding up of the Corporation or dividends or distributions in the form of a stock split provided that any amount payable upon any liquidation, dissolution or winding up of the Corporation on the shares split is appropriately adjusted), whether in cash or property, shall be paid or declared on any Junior Security.

(ii) (A) So long as any shares of the Series A shall be outstanding, and subject to Paragraph (9)(a)(i) of this Division A, no dividends or other distributions (other than dividends payable exclusively in capital stock of the Corporation which ranks junior to the Series A upon any liquidation, dissolution or winding up of the Corporation or dividends or distributions in the form of a stock split provided that any amount payable upon any liquidation, dissolution or winding up of the Corporation on the shares split is appropriately adjusted), whether in cash or property, shall be paid or declared on Junior Securities in an aggregate amount in excess of $603,441 in cash per fiscal quarter; however, the Corporation may pay cash dividends on shares of Junior Securities in excess of such amount provided that the Series A receives an aggregate amount (in excess of the regular dividends that would otherwise be payable on such shares of the Series A at the Regular Dividend Rate of 3% per annum) equal to such excess dividends paid to the holders of Junior Securities, but the total of all dividends paid during any fiscal quarter to holders of the Series A shall not exceed the amount of dividends that would otherwise have been payable during such fiscal quarter at a Regular Dividend Rate of 7.5% per annum (unless the Default Dividend Rate of 9.5% is then applicable, then at the rate of 9.5% per annum); but cash dividends on Junior Securities in excess of such amount paid on the Series A may be paid only in accordance with Paragraph (9)(a)(ii)(B) of this Division A.

(B) Subject to Paragraph (9)(a)(i) of this Division A, there shall be no restriction on the amount of cash dividends payable on Junior Securities so long as:

(I) dividends on the Series A for such fiscal quarter have been paid to the holders of the Series A at the Regular Dividend Rate of 7.5% per annum (unless the Default Dividend Rate of 9.5% is then applicable, then at the rate of 9.5% per annum) and the Corporation is not then deferring the redemption of shares of the Series A because of a prohibition on such redemption under the General Corporation Law of the State of Delaware; and

(II) after the payment of such dividends on the Series A and the Junior Securities, the dollar amount of any pool or similar reserve that would be available under the terms of any Permitted Series A Restriction, or the General Corporation Law of the State of Delaware, for the payment of dividends, and the payment of the Series A Redemption Price (together with accumulated and unpaid dividends) in respect of any Scheduled Redemptions (excluding any right of the Corporation to defer such Scheduled Redemptions), to be paid during the 12-month period following the fiscal quarter in which such dividends on Junior Securities are proposed to be paid or declared will be adequate to permit the payment of such Series A dividends and to effect such Scheduled Redemptions;

provided, however, that cash dividends shall not be paid on Junior Securities to the extent that the payment of such cash dividends would reduce the then consolidated stockholders equity (including any Preferred Stock, including the Series A) of the Corporation to an amount less than the then aggregate Series A Liquidation Amount.

(iii) So long as any shares of the Series A shall be outstanding, the Corporation shall not redeem, retire, purchase or otherwise acquire for value (or become obligated as to any of the foregoing) any Junior Security, and the Corporation shall not set apart money for a sinking or other analogous fund for the purchase, redemption, retirement or other acquisition of any Junior Security. However, the foregoing shall not apply to any redemption, retirement or purchase of:

(A) Junior Securities pursuant to obligations existing as of May 26, 1992 with respect to the redemption of Junior Securities from the estates of Charles H. Dyson and Margaret M. Dyson to cover expense of the estates and taxes (but limited to $1.5 million for each estate);

(B) Junior Securities:

(I) owned of record or beneficially (including held by the Voting Trust) by the Estate of Charles H. Dyson subsequent to the death of Charles H. Dyson (or any trust established pursuant to the Last Will and Testament of Charles H. Dyson);

(II) owned of record or beneficially (including held by the Voting Trust) by (or proposed to be issued pursuant to the Recapitalization Agreement to the Voting Trust beneficially for, or proposed to be issued of record to) the Estate of Margaret M. Dyson; or

(III) proposed to be issued pursuant to the Recapitalization Agreement to The Dyson Foundation (or to the Voting Trust for the benefit of The Dyson Foundation), or transferred to The Dyson Foundation by Charles H. Dyson (or his estate), the Charles H. Dyson Marital Trust (established under the Last Will and Testament of Margaret M. Dyson) or the Estate of Margaret M. Dyson (whether represented by Junior Securities or Voting Trust Certificates with respect thereto);

for an aggregate price not to exceed $50 million; provided that after the purchase of such Junior Securities, the dollar amount of any pool or similar reserve that would be available under the terms of any Permitted Series A Restriction, or the General Corporation Law of the State of Delaware, for the payment of dividends, and the payment of the Series A Redemption Price (together with accumulated and unpaid dividends) in respect of any Scheduled Redemptions (excluding any right of the Corporation to defer such Scheduled Redemptions), to be paid during the 12-month period following the fiscal quarter in which such purchase of Junior Securities are proposed to be effected will be adequate to permit the payment of such Series A dividends and to effect such Scheduled Redemptions;

(C) Junior Securities held of record by the estates of Robert R. Dyson or Anne E. Dyson (or by the Voting Trust for their benefit) to enable the estates of them to pay any incremental Federal and state estate taxes payable in respect of the inclusion in the estates of the Junior Securities owned of record by them (or by the Voting Trust for their benefit); or

(D) other Junior Securities provided that shares of the Series A having an aggregate Series A Redemption Price equal to the aggregate price paid by the Corporation for such additional Junior Securities are redeemed simultaneously with the redemption or purchase of the additional Junior Securities; provided that after the purchase of such Junior Securities and shares of the Series A, the dollar amount of any pool or similar reserve that would be available under the terms of any Permitted Series A Restriction, or the General Corporation Law of the State of Delaware, for the payment of dividends, and the payment of the Series A Redemption Price (together with accumulated and unpaid dividends) in respect of any Scheduled Redemptions (excluding any right of the Corporation to defer such Scheduled Redemptions), to be paid during the 12-month period following the fiscal quarter in which such purchase of Junior Securities and shares of the Series A are effected or proposed to be effected will be adequate to permit the payment of such Series A dividends and to effect such Scheduled Redemptions.

(iv) The Corporation shall not take any action, directly or indirectly, to cause, promote, recommend, assist, effect or authorize any merger, consolidation or other reorganization of the Corporation (whether for cash, securities or other property), whether or not the Corporation is the surviving corporation, unless:

(A) all other constituent corporations party to such merger, consolidation or reorganization are not Affiliates of any member of the Dyson Group (other than Subsidiaries of the Corporation);

(B) either (I) the Series A shall continue to be authorized and outstanding in accordance with this Division A, or (II) the holders of the Series A shall receive in the merger, consolidation or reorganization securities of the surviving corporation having preferences, rights and powers substantially identical to those of the Series A;

(C) in any case where a constituent corporation party to such merger, consolidation or reorganization is a Subsidiary of the Corporation, the holders of Junior Securities receive in such merger, consolidation or reorganization securities for or in respect of such Junior Securities no greater in value or rights relative to the Series A than the value and rights evidenced by the Junior Securities prior to such merger, consolidation or reorganization;

(D) the Corporation is not then in default in the payment of dividends on the Series A or the redemption of the Series A;

(E) as a consequence of such merger, consolidation or reorganization the consolidated net worth of the Corporation would not be adversely affected and the dollar amount available under any pool or similar reserve to which reference is made in Paragraphs (9)(a)(ii)(B)(II), (9)(a)(iii)(B) and (9)(a)(iii)(D) hereof would not be reduced; and

(F) such merger, consolidation or reorganization would not circumvent the covenants contained in this Paragraph (9) and the Corporation would not, as a result of such merger, consolidation or reorganization, be in default under this Paragraph (9).

(v) Except for any Permitted Series A Restriction, the Corporation shall not enter into, or execute and deliver, any credit or loan agreement, trust indenture, security agreement, mortgage, note or other agreement, document or instrument which by its terms restricts the ability of the Corporation to pay dividends on, or to redeem, shares of the Series A in accordance with their terms.

(vi) So long as any dividends on the Series A shares shall have accumulated and remain unpaid, or so long as the Corporation shall be in default under any redemption obligation with respect to the Series A, the Corporation shall not acquire (or become obligated to acquire) any business or assets of any Person, or the capital stock of any Person, if the total purchase price paid exceeds $50 million.

(vii) The Corporation shall not acquire (or become obligated to acquire) any business or assets of any Person, or the capital stock of any Person, if the total purchase price exceeds $50 million and either before such transaction or immediately following such transaction the Debt-to-Equity Ratio of the Corporation would be greater than 0.75.

(viii) Except for shares of capital stock of the Corporation issued pursuant to any Financing Agreement, the Corporation shall not issue any shares of capital stock having a preference on any liquidation, dissolution or winding-up of the Corporation which ranks senior to or *pari passu* with the right of the holders of the Series A shares to receive the payment of the Series A Liquidation

Amount in the event of any such liquidation, dissolution or winding up of the Corporation.

(ix) The Corporation shall not effect any sale of assets, or any capital stock or other securities of the Corporation or any Subsidiary of the Corporation, to any member of the Dyson Group except for fair value; the Corporation shall not effect any purchase of any assets (other than shares of the capital stock of the Corporation) of the Dyson Group except for fair value; and the Corporation shall not purchase any shares of the capital stock of the Corporation owned by the Dyson Group except for fair value as determined by the reasonable judgment of the Board of Directors of the Corporation.

(b) (i) So long as any shares of the Series A shall be outstanding, the Corporation shall deliver to the director appointed pursuant to Paragraph (8) hereof, and to each Original Holder of shares of the Series A (provided that shares of the Series A issued, or deemed to have been issued, as of the date on which the Recapitalization Agreement shall be effective to such Original Holder are outstanding) a copy of all financial statements and other financial data and all certificates delivered from time to time by the Corporation to any creditor of the Corporation under the terms of any Financing Agreement; provided that such director and such Original Holders shall keep such financial statements and data and such certificates confidential except to the extent that the director or such Original Holder desires to discuss such financial statements and data and such certificates with other holders of the Series A, who also shall keep the foregoing confidential.

(ii) In the event of any failure by the Corporation to comply with the terms of Paragraph (9)(b) hereof, the Original Holders shall have the right to conduct a review (with the assistance their accounting advisers, if any) of the books and records of the Corporation, provided that such review does not interfere unreasonably with the business and operations of the Corporation and shall be at the cost of the Original Holders.

(10) No Disposition of Shares.

(a) Except for transfers of shares of the Series A by a holder thereof to the Corporation or to another holder of shares of the Series A or except as hereinafter provided, or unless approved by the Board of Directors of the Corporation (which approval may be withheld for any reason), no holder of a share of the Series A shall make, or suffer to be made, any Disposition of any share of the Series A.

(b) Any Original Holder shall be permitted to effect a transfer of shares of the Series A to any trust established by such Original Holder for the benefit of such Original Holder or members of the family of such Original Holder or for the benefit of any charity (including a charitable remainder trust as described in §664 of the Internal Revenue Code of 1986, as amended), or any combination thereof; and upon the death of any such Original Holder, shares of the Series A may be transferred to the estate of such Original Holder and to members of the family of the Original Holder. No further transfers of shares of the Series A shall be permitted; however, (i) the estate of a deceased holder may effect sales of such Series A (subject to Paragraph (10)(c) of this Division A); and (ii) upon the transfer of shares of the Series A to any such charitable remainder trust, the restrictions contained in this Paragraph (10) shall cease to apply, except as provided in Paragraph (10)(c).

(c) In the event that the estate of a deceased holder proposes to sell shares of the Series A, or any charity or charitable trust to which reference is made in Paragraph (10)(b) of this Division A shall propose to sell shares of the Series A, such sale shall not occur unless and until the Corporation (or its assigns) shall have been offered the opportunity to purchase the shares at a price equal to the lesser of the price at which the Series A shares are proposed to be sold by the estate or such charity or charitable trust pursuant to a bona fide offer made by a third party, or the Series A Redemption Price (together with any accumulated and unpaid dividends thereon) with respect to such shares. Such right of first refusal shall be exercisable by the Corporation (or its assigns) within 30 days following written notice of any such sale, with a closing thereof to occur within 30 days after the exercise by the Corporation (or its assigns) of such right of first refusal.

(d) Any Original Holder of shares of the Series A shall be permitted to pledge shares of the Series A to secure any obligation of such Original Holder to any financial institution; however, any such pledge shall be subject to a right of the Corporation (or its assigns) to purchase the pledged Series A shares at any price (and on the same terms) at which a *bona fide* sale of the Series A shares (whether pursuant to a foreclosure proceeding or otherwise) is proposed by the pledgee, such right of first refusal to be exercisable by the Corporation (or its assigns) within 30 days following written notice of any such sale, with a closing thereof to occur within 30 days after the exercise by the Corporation (or its assigns) of such right of first refusal.

(e) Any Disposition of shares of the Series A in violation of this Paragraph (10) shall be void and ineffective.

(11) Restrictive Legend.

Any certificate representing shares of the Series A shall bear the following restrictive legend:

> **The Restated Certificate of Incorporation of the Corporation restricts any "Disposition" (as defined in the Restated Certificate of Incorporation) of the securities represented by this certificate except as permitted by the Restated Certificate of Incorporation. A copy of the Restated Certificate of Incorporation of the Corporation is available for inspection and copying at the principal offices of the Corporation, and a copy of the provisions of the Restated Certificate of Incorporation of the Corporation setting forth such restrictions will be furnished to the record holder of this certificate without charge upon written request to the Corporation.**
>
> **No Disposition of the securities represented hereby may be made without registration under the Securities Act of 1933, as amended, and applicable state securities laws, unless an exemption thereunder is available in the opinion of counsel for the Corporation.**

*   *   *

Article V

(1) Except as may be expressly provided in Division A of Article IV hereof or in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of Article IV hereof with respect to the Preferred Stock:

(a) each director shall serve until his successor is elected and qualified or until his death, resignation or removal; and

(b) any director may be removed from office (either with or without cause) at any time with the affirmative vote of the holders of more than 50% of the outstanding shares of the Common Stock of the Corporation entitled to vote.

(2) Election of directors need not be by ballot, unless the by-laws of the Corporation shall so provide.

Article VI

Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have been entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total vote required for the proposed corporate action by statute, this Certificate of Incorporation or the by-laws of the Corporation, as may be applicable, but in the case of the election of a director or directors, not less than a majority of the stock of the Corporation entitled to vote thereon; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous consent is obtained.

Article VII

(1) From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at that time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of said laws.

(2) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, without the assent or vote of the stockholders, to make, alter, amend and repeal the by-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or the Certificate of Incorporation of the Corporation.

Article VIII

The Corporation shall, to the full extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it has the power to indemnify pursuant thereto.

Article IX

No director of the Corporation shall have personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of any director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under §174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit.

Article X

No holder of shares of stock of any class (except as may be expressly granted to the holders of any series of Preferred Stock pursuant to the resolutions of the Board of Directors providing for the issuance thereof) shall be entitled to preemptive rights or as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or otherwise.

Article XI

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

*   *   *

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Restated Certificate of Incorporation to be signed by its officers thereunto duly authorized as of the 26th day of May, 1992.

Attest:

John H. FitzSimons
Secretary

(Corporate Seal)

The Dyson-Kissner-Moran Corporation

By: ....
Ernest H. Lorch
Chairman of the Board

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.

SECRETARY'S OFFICE DELAWARE

Jeffrey W. Bullock, Secretary of State

0558820 8100

AUTHENTICATION: 7638018

091013314

DATE: 11-12-09

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/19/1995
950242640 - 558820

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

THE DYSON-KISSNER-MORAN CORPORATION

2. The registered office of the corporation within the State of Delaware is hereby changed to 32 Loockerman Square, Suite L-100, City of Dover 19904, County of Kent.

3. The registered agent of the corporation within the State of Delaware is hereby changed to The Prentice-Hall Corporation System, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on Oct. 5 , 1995

Authorized Officer
JOHN H. FITZSIMMONS
SECRETARY

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 1996, AT 11 O'CLOCK A.M.

0558820 8100

091013314

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7638019

DATE: 11-12-09

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 04/18/1996
960112171 - 558820

RESTATED CERTIFICATE OF INCORPORATION

OF

THE DYSON-KISSNER-MORAN CORPORATION

The undersigned, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The original Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on October 28, 1960 (under the name "The Dyson Company, Inc.").

2. In the manner prescribed by § 228 and § 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation was duly authorized and adopted by all requisite action of the Board of Directors of the Corporation and by unanimous written consent of the stockholders of the Corporation.

3. The text of the Restated Certificate of Incorporation of the Corporation, as heretofore amended and restated, is hereby further amended and restated so as to read in its entirety as follows:

Article I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

"The Dyson-Kissner-Moran Corporation"

Article II

The registered office of the Corporation is located at 1013 Centre Road, Wilmington, Delaware 19805-1297. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc. The registered office is in New Castle County.

Article III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Article IV

(1) Authorized Capital Stock

(a) The total number of shares of all classes of stock which the Corporation is authorized to issue is 1,920,000 shares, consisting of:

(i) 10,000 shares of Class A Voting Common Stock, par value $0.10 per share (the "Class A Voting Common Stock");

(ii) 1,500,000 shares of Class A Non-Voting Common Stock, par value $0.10 per share (the "Class A Non-Voting Common Stock");

(iii) 400,000 shares of Class B Common Stock, par value $0.10 per share (the "Class B Common Stock"); and

(iv) 10,000 shares of Preferred Stock, par value $0.10 per share (the "Preferred Stock").

The Class A Voting Common Stock and the Class A Non-Voting Common Stock shall hereinafter together be referred to as the "Class A Common Stock". The Class A Common Stock and the Class B Common Stock shall hereafter together be referred to as the "Common Stock".

(b) Except as may be expressly provided in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock, the amount of the authorized capital stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of shares of the voting Common Stock of the Corporation having the right to cast a majority of the votes evidenced by such voting Common Stock.

(2) Dividends

Subject to any restrictions on the payment of dividends contained in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock:

(a) The holders of the Class A Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors of the Corporation and shall participate in any and all dividend distributions on an equal per share basis.

(b) Each holder of a share of the Class B Common Stock shall be entitled to receive out of the assets of the Corporation legally available for the payment of dividends, as and when declared by the Board of Directors of the Corporation, non-cumulative cash dividends on the shares of the Class B Common Stock in the amount of $0.08 per share of the Class B Common Stock per annum for each fiscal year of the Corporation, during the period from and including the date such share is issued (or is deemed to have been issued) and payable quarterly (i.e. $0.02 per share per quarter), in arrears, on the last day of each of January, April, July and October, to holders of record on each such date. Such dividends shall be payable prior to the payment of any dividends on the Class A Common Stock. However, in the event that the Board of Directors shall declare any dividend on the Class A Common Stock of less than $0.02 per share per any quarter, the dividends to which the holders of the Class B Common Stock shall be entitled for such quarter shall be equal to such lesser amount per share. In addition to such fixed dividends, the holders of shares of Class B Common Stock shall be entitled to receive participating dividends for each fiscal year in an aggregate amount per share equal to the excess over $12.00 per share of the aggregate amount of dividends declared per share on the Class A Common Stock with respect to record dates falling within such year. Any such participating dividends shall be payable, without further action by the Board of Directors, in the same manner (including without limitation the same record and payment dates) as the dividends on the Class A Common Stock giving rise to such participating dividends on the Class B Common Stock. Except as aforesaid, no dividends shall be payable on the Class B Common Stock.

(3) <u>Liquidation, Dissolution or Winding Up</u>

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation resulting in the distribution of any of its assets to its stockholders, each holder of the Class A Common Stock shall be entitled to receive the "Class A Common Stock Priority Liquidation Amount" (as hereinafter defined) (and the holders of the Class A Common Stock shall participate in any and all such distributions on an equal per share basis) out of the net assets of the Corporation available for distribution to the holders of the capital stock of the Corporation, after the Corporation shall have satisfied or made provision for its debts and obligations and for the payment to the holders of shares of the Preferred Stock any preferential rights to receive distributions of the net assets of the Corporation, and before any distributions shall be made to holders of shares of the Class B Common Stock or any other class of stock ranking junior to the Class A Common Stock with respect to the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation. For purposes hereof, the "Class A Common Stock Priority Liquidation Amount" shall mean the fixed amount per share of $125 in cash.

(b) After the payment of the Class A Common Stock Priority Liquidation Amount to each holder of a share of the Class A Common Stock, then the holders of the Class A Common Stock and the Class B Common Stock shall participate in any and all distributions of any remaining assets of the Corporation on an equal per share basis (adjusted for any recapitalization, stock split, stock dividend or combination of outstanding shares subsequent to the date hereof).

(c) The merger or consolidation of the Corporation into or with any other corporation or the merger of any other corporation into the Corporation, or the lease or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or a winding up of the Corporation.

(d) In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger or consolidation, or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets, or any other change in the corporate structure or shares of the Corporation, pursuant to any of which events the then outstanding shares of the Class A Common Stock or the Class B Common Stock are split up or combined, or are changed into, become exchangeable at the holder's election for, or entitle the holder thereof to, other shares of stock:

(i) the fixed and participating dividends to which the holders of shares of the Class B Common Stock shall thereafter be entitled to receive pursuant to Paragraph (2) of this Article IV shall be determined in relation to the aggregate amount of dividends per share declared on all shares originally represented by the shares of the Class A Common Stock or the Class B Common Stock, as the case may be, issued and outstanding immediately prior to such event; and

(ii) the preferential distributions to which the holders of shares of the Class A Common Stock shall thereafter be entitled to receive pursuant to this Paragraph (3) shall be adjusted accordingly.

(4) Voting.

(a) Except to the extent that the holders of shares of the Preferred Stock are granted, in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of this Article IV with respect to the Preferred Stock, the right to vote for the election of directors or on matters requiring action by the stockholders or submitted to the stockholders for action, the holders of the Class A Voting Common Stock and the Class B Common Stock shall have the exclusive right to vote for (or to consent with respect to) the election of directors and, except as otherwise may be required by law, on all other matters requiring action by the stockholders or submitted to the stockholders for action.

(b) In connection with any matter submitted to the stockholders of the Corporation, each holder of record of a share of the Common Stock shall be entitled to the following number of votes for each share of the designated Common Stock owned of record by such holder:

Class A Voting Common Stock:	400	votes per share
Class A Non-Voting Common Stock:	-0-	votes per share, except as may otherwise be required by law
Class B Common Stock:	1.0	vote per share

(c) Except as otherwise required by law, the holders of the Class A Voting Common Stock and the Class B Common Stock shall vote together as one class, and the holders of the Class A Non-Voting Common Stock shall not be entitled to vote for any purpose.

(5) Preferred Stock.

The Preferred Stock may be issued from time to time in classes or series as authorized by resolutions of the Board of Directors, and each such class or series shall be comprised of such number of shares, shall have such voting powers, full or limited, or no voting powers, and shall have such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolutions of the Board of Directors providing for the issuance of such stock. The holders of the Preferred Stock shall have no voting rights except as required by law or as expressed in resolutions adopted by the Board of Directors of the Corporation pursuant to this Paragraph (5) of this Article IV with respect to the Preferred Stock.

Article V

(1) Except as may be expressly provided in resolutions adopted by the Board of Directors of the Corporation pursuant to Paragraph (5) of Article IV hereof with respect to the Preferred Stock:

(a) each director shall serve until his successor is elected and qualified or until his death, resignation or removal; and

(b) any director may be removed from office (either with or without cause) at any time with the affirmative vote of the holders of more than 50% of the outstanding shares of the Common Stock of the Corporation entitled to vote.

(2) Election of directors need not be by ballot, unless the by-laws of the Corporation shall so provide.

Article VI

Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have been entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total outstanding voting power required for the proposed corporate action by statute, this Restated Certificate of Incorporation or the by-laws of the Corporation, as may be applicable, but in the case of the election of a director or directors, not less than a majority in voting power of the outstanding stock of the Corporation entitled to vote thereon; provided that prompt notice of the taking of such corporate action without a meeting shall be given, as required by law, to those stockholders who did not so consent in writing.

Article VII

(1) From time to time any of the provisions of this Restated Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at that time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Restated Certificate of Incorporation are granted subject to the provisions of said laws.

(2) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, without the assent or vote of the stockholders, to make, alter, amend and repeal the by-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or this Restated Certificate of Incorporation of the Corporation.

Article VIII

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any repeal or modification of the preceding sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

* * *

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be duly executed as of the 17th day of April, 1996.

The Dyson-Kissner-Moran Corporation

By: ______________________

Title:

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE DYSON-KISSNER-MORAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

0558820 8100

091013314

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7638020

DATE: 11-12-09

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/26/1998
981251158 - 0558820

Certificate of Amendment
of
Restated Certificate of Incorporation
of
The Dyson-Kissner-Moran Corporation

The Dyson-Kissner-Moran Corporation, a corporation organized under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was originally filed in the Office of the Secretary of State of Delaware on October 28, 1960 (under the name "The Dyson Company, Inc.") and a Restated Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on April 18, 1996.

SECOND: The Restated Certificate of Incorporation of the Corporation is hereby amended by striking Article IV (1)(a) in its entirety and substituting in lieu thereof the following:

(1) Authorized Capital Stock

(a) The total number of shares of all classes of stock which the Corporation is authorized to issue is 720,000, consisting of:

(i) 10,000 shares of Class A Voting Common Stock, par value $0.10 per share (the "Class A Voting Common Stock");

(ii) 500,000 shares of Class A Non-Voting Common Stock, par value $0.10 per share (the "Class A Non-Voting Common Stock");

(iii) 200,000 shares of Class B Common Stock, par value $0.10 per share (the "Class B Common Stock"); and

(iv) 10,000 shares of Preferred Stock, par value $0.10 per share (the "Preferred Stock").

The Class A Voting Common Stock and the Class A Non-Voting Common Stock shall hereafter together be referred to as the "Class A Common Stock". The Class A Common Stock and the Class B Common Stock shall hereafter together be referred to as the "Common Stock.

THIRD: The above amendment to the Restated Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and all of the stockholders of the Corporation entitled to vote thereon in accordance with the General Corporation Law of the State of Delaware pursuant to Sec. 242.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its officers thereto duly authorized.

Dated: May 5, 1998

Attest:

John H. FitzSimons
Secretary

The Dyson-Kissner-Moran Corporation

By:

Robert R. Dyson
Chairman of the Board and
Chief Executive Officer

CT Lien Solutions

Search Results

Visit www.iLienonline.com and view your results electronically.

Deliver To:	ATTN: PAMELA OLSEN KAZAN,MCCLAIN,ABRAMS,FERNANDEZ,LYONS,FARISSE & GREENWOOD A PROF. LAW CORP 171 TWELFTH ST., THIRD FL. OAKLAND,CA 94607 Ref: RONALD BLATT	From:	JENNIFER VILLA CT LIEN SOLUTIONS SACRAMENTO 1232 Q STREET SACRAMENTO CA 95811 Ph: 8003442382 Ex: 0221 Fax: 8007804795 Email: udssorders@uccdirect.com

Date:	13-Nov-2009 12:30PM	**Order #:**	20896958	**Item #:**	4
Client #:	251397				
Subject:	**INTERLINE BRANDS, INC. - 3790835**				
Jurisdiction:	DE Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	12-Nov-2009				
Results:	Certified Copies Attached				

Comments:

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTERLINE BRANDS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004, AT 11:11 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 2004, AT 5:52 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 2009, AT 9:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INTERLINE BRANDS, INC.".

SECRETARY'S OFFICE
DELAWARE

Jeffrey W. Bullock, Secretary of State

3790835 8100H

091010963

AUTHENTICATION: 7637759

DATE: 11-12-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:11 AM 05/27/2004
FILED 11:11 AM 05/27/2004
SRV 040394432 - 3790835 FILE

CERTIFICATE OF INCORPORATION

of

INTERLINE BRANDS, INC.

The undersigned incorporator, in order to form a corporation under the General Corporation Law of the State of Delaware (the "General Corporation Law"), certifies as follows:

1. Name. The name of the corporation is "Interline Brands, Inc." (the "Corporation").

2. Address; Registered Office and Agent. The address of the Corporation's registered office is 615 South DuPont Highway, City of Dover, County of Kent, State of Delaware 19901; and the name of its registered agent at such address is National Corporate Research, Ltd.

3. Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

4. Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is: One Hundred (100), all of which shall be shares of Common Stock of the par value of One Cent ($0.01) each.

5. Name and Mailing Address of Incorporator. The name and mailing address of the incorporator are: Sidney Nicholas Hockens, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York 10019-6064.

6. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.

7. Limitation of Liability. To the fullest extent permitted under the General Corporation Law, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Any amendment, repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

8. Indemnification.

8.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 8.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board of Directors of the Corporation (the "Board").

8.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 8 or otherwise.

8.3 Claims. If a claim for indemnification or advancement of expenses under this Article 8 is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

8.4 Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article 8 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the By-laws, agreement, vote of stockholders or disinterested directors or otherwise.

8.5 Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

8.6 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

8.7 Other Indemnification and Prepayment of Expenses. This Article 8 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

9. Adoption, Amendment and/or Repeal of By-Laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to make, alter and repeal the By-laws, subject to the power of the stockholders of the Corporation to alter or repeal any By-law whether adopted by them or otherwise.

10. Powers of Incorporators. The powers of the incorporators are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the initial directors of the Corporation, or until his their successors are duly elected and qualified, are:

Michael J. Grebe
801 W. Bay Street
Jacksonville, Florida 32204

William E. Sanford
801 W. Bay Street
Jacksonville, Florida 32204

11. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

WITNESS the signature of this Certificate of Incorporation this 27th day of May, 2004.

Name: Sidney Nicholas Hockens
Title: Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:52 PM 12/16/2004
FILED 05:52 PM 12/16/2004
SRV 040914581 - 3790835 FILE

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

of

INTERLINE BRANDS, INC.

Interline Brands, Inc., a corporation duly incorporated under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is Interline Brands, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on the 27th day of May 2004.

SECOND: This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law (the "General Corporation Law") and by the written consent of stockholders in accordance with Section 228 of the General Corporation Law.

THIRD: This Amended and Restated Certificate of Incorporation restates and further amends the Certificate of Incorporation of the Corporation to read as follows:

1. Name. The name of the corporation is "Interline Brands, Inc." (the "Corporation").

2. Address; Registered Office and Agent. The address of the Corporation's registered office is National Corporate Research, Ltd., 615 South Dupont Highway, Dover Delaware 19901, Kent County; and the name of its registered agent at such address is National Corporate Research, Ltd.

3. Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

4. Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is: one hundred and twenty million (120,000,000) divided as follows: twenty million (20,000,000) shares of Preferred Stock, of the par value of $0.01 per share (the "Preferred Stock"), and one hundred million (100,000,000) shares of Common Stock, of the par value of $0.01 per share (the "Common Stock").

4.1 The designation, relative rights, preferences and limitations of the shares of each class are as follows:

4.1.1 The shares of Preferred Stock may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not retired of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with such powers, including voting powers, if any, and the designations, preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the designation and issue of such shares of Preferred Stock from time to time adopted by the Board of Directors of the Corporation (the "Board") pursuant to authority so to do which is hereby expressly vested in the Board. The powers, including voting powers, if any, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. Each series of shares of Preferred Stock: (a) may have such voting rights or powers, full or limited, if any; (b) may be subject to redemption at such time or times and at such prices, if any; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock, if any; (d) may have such rights upon the voluntary or involuntary liquidation, winding up or dissolution of, upon any distribution of the assets of, or in the event of any merger, sale or consolidation of, the Corporation, if any; (e) may be made convertible into or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation (or any other securities of the Corporation or any other person) at such price or prices or at such rates of exchange and with such adjustments, if any; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts, if any; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation, if any; (h) may be subject to restrictions on transfer or registration of transfer, or on the amount of shares that may be owned by any person or group of persons; and (i) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, if any; all as shall be stated in said resolution or resolutions of the Board providing for the designation and issue of such shares of Preferred Stock.

4.1.2 Except as otherwise provided by law or by this Certificate of Incorporation and subject to the express terms of any series of shares of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of Directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his or her name on the books of the Corporation. Except as otherwise provided by law or by this Certificate of Incorporation and subject to the express terms of any series of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock of any and all series, to receive such dividends as from time to time may be declared by the Board. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to share ratably according to the number of shares of Common Stock held by them in all remaining assets of the Corporation available for distribution to its stockholders.

4.1.3 Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law or any corresponding provision hereinafter enacted.

5. Board of Directors.

5.1 Number of Directors. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. Unless and except to the extent that the By-laws of the Corporation, as amended (the "By-laws"), shall so require, the election of the Directors of the Corporation need not be by written ballot. Except as otherwise provided for or fixed pursuant to the provisions of Article 4 of this Certificate of Incorporation relating to the rights of the holders of any series of Preferred Stock to elect additional Directors, the total number of Directors constituting the entire Board shall be not less than three nor more than fifteen, with the then-authorized number of Directors being fixed from time to time by the Board.

During any period when the holders of any series of Preferred Stock have the right to elect additional Directors as provided for or fixed pursuant to the provisions of Article 4 hereof, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of Directors of the Corporation shall automatically be increased by such specified number of Directors, and the holders of such Preferred Stock shall be entitled to elect the additional Directors so provided for or fixed pursuant to said provisions, and (ii) each such additional Director shall serve until such Director's successor shall have been duly elected and qualified, or until such Director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional Directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional Directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional Directors, shall forthwith terminate and the total and authorized number of Directors of the Corporation shall be reduced accordingly.

5.2 Staggered Board. The Board (other than those Directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article 4 hereof (the "Preferred Stock Directors")) shall be divided into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. Class I Directors shall initially serve until the 2005 annual meeting of stockholders; Class II Directors shall initially serve until the 2006 annual meeting of stockholders; and Class III Directors shall initially serve until the 2007 annual meeting of stockholders. Commencing with the annual meeting of stockholders in 2005, Directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective successors in office. In case of any increase or decrease, from time to time, in the number of Directors (other than Preferred Stock Directors), the number of Directors in each class shall be apportioned as nearly equal as possible.

5.3 Vacancies and Newly Created Directorships. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of Directors or any vacancies on the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board. Any Director so chosen shall hold office until the next election of the class for which such Director shall have been chosen and until his or her successor shall be elected and qualified. No decrease in the number of Directors shall shorten the term of any incumbent Director.

5.4 Removal of Directors. Except for such additional Directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Article 4 hereof, any Director, or the entire Board, may be removed from office at any time, but only for cause and only by the affirmative vote of at least 66-2/3% of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors, voting together as a single class.

6. Limitation of Liability. To the fullest extent permitted under the General Corporation Law, as amended from time to time, no Director of the Corporation

shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under section 174 of the General Corporation Law or (d) for any transaction from which the Director derived any improper personal benefits. If the General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any amendment, repeal or modification of the foregoing provision shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

7. Indemnification.

7.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a

Director or officer of the Corporation or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

7.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 7 or otherwise.

7.3 Claims. If a claim for indemnification or advancement of expenses under this Article 7 is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

7.4 Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article 7 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the By-laws, agreement, vote of stockholders or disinterested Directors or otherwise.

7.5 Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a Director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

7.6 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 7 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

7.7 Other Indemnification and Prepayment of Expenses. This Article 7 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

8. Adoption, Amendment and/or Repeal of By-Laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to make, alter and repeal the By-laws, subject to the power of the Stockholders of the Corporation to alter or repeal any By-laws whether adopted by them or otherwise. Notwithstanding any other provisions of this Certificate of Incorporation or the By-laws (and notwithstanding the fact that a lesser percentage may be permitted by applicable law, this Certificate of Incorporation or the By-laws), but in addition to any affirmative vote of the holders of any particular class of stock of the Corporation required by applicable law or this Certificate of Incorporation, the affirmative vote of the holders of at least 66-2/3% of the voting power of the shares of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to adopt new By-laws or to alter, amend or repeal the By-laws, except with respect to Article 7 of the By-laws, which may be altered, amended or repealed by the affirmative vote of the holders of at least a majority of the voting power of the shares of the then outstanding voting stock of the Corporation, voting together as a single class.

9. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended

are granted subject to the rights reserved in this article. Notwithstanding any other provisions of this Certificate of Incorporation or the By-laws (and notwithstanding the fact that a lesser percentage may be permitted by applicable law, this Certificate of Incorporation or the By-laws), but in addition to any affirmative vote of the holders of any particular class of stock of the Corporation required by applicable law or this Certificate of Incorporation, the affirmative vote of the holders of at least 66-2/3% of the voting power of the shares of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, Section 5.4 or Articles 8, 9 or 10 of this Certificate of Incorporation.

10. Written Consent Prohibition. Except as otherwise provided for or fixed pursuant to the provisions of Article 4 of this Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, no action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders, unless the action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the Board.

11. Section 203. The Corporation shall not be governed by Section 203 of the General Corporation Law.

WITNESS the signature of this Amended and Restated Certificate of Incorporation this 10th day of December 2004.

INTERLINE BRANDS, INC.

By:
Name: Laurence W. Howard III
Title: VP General Counsel & Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:10 AM 03/23/2009
FILED 09:03 AM 03/23/2009
SRV 090289827 - 3790835 FILE

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF INTERLINE BRANDS, INC.

Pursuant to Section 151 of the General Corporation Law of the State of Delaware

We, the undersigned officers of Interline Brands, Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Sections 103 and 151 of the General Corporation Law of the State of Delaware, do hereby state and certify that pursuant to the authority vested in the Board of Directors of the Corporation by the Amended and Restated Certificate of Incorporation of the Corporation, as amended, the Board of Directors on March 22, 2009, duly adopted the following resolution creating a series of 50,000 shares of Preferred Stock designated as Series A Junior Participating Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of its Amended and Restated Certificate of Incorporation, as amended, a series of Preferred Stock of the Corporation be and it hereby is created, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

1. *Designation and Amount.* The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" and the number of shares constituting such series shall be 50,000.

2. *Dividends and Distributions.* (A) Subject to the prior and superior rights of the holders of any shares of any series of preferred stock ranking prior and superior to the Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock, in preference to the shares of Common Stock, par value $0.01 per share, of the Corporation (the "*Common Stock*"), and any other stock of the Corporation junior to the Series A Junior Participating Preferred Stock with respect to dividends, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of January, April, July and October in each year (each such date being referred to herein as a "*Quarterly Dividend Payment Date*"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) $0.10 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since

the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. If the Corporation shall at any time after March 22, 2009 (the "*Rights Declaration Date*") (i) declare or pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock into a larger number of shares, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in Section 2(A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); *provided* that, if no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of $0.10 per share on the Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 60 days prior to the date fixed for the payment thereof.

3. *Voting Rights*. In addition to any other voting rights required by law, the holders of shares of Series A Junior Participating Preferred Stock shall have only the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the stockholders of the Corporation, and each fractional share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to a pro rata fractional vote. If the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock into a larger number of shares or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

4. *Certain Restrictions*. (A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full or set aside for payment, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock; *provided* that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock (a) in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock or (b) held by employees of the Corporation or a subsidiary of the Corporation upon the termination of their employment with the Corporation or a subsidiary of the Corporation; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Section 4(A), purchase or otherwise acquire such shares at such time and in such manner.

5. *Reacquired Shares*. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall, upon their cancellation, become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth in the Amended and Restated Certificate of Incorporation.

6. *Liquidation, Dissolution or Winding Up*. (A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received an amount equal to $1,000 per share of Series A Junior Participating Preferred Stock, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "*Series A Liquidation Preference*"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "*Common Adjustment*") equal to the quotient obtained by dividing (i) the Series A

Liquidation Preference by (ii) 1,000 (as appropriately adjusted as set forth in Section 6(C) below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "*Adjustment Number*"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to one with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) If, however, there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of preferred stock, if any, that rank on a parity with the Series A Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. If, however, there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) If the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock into a larger number of shares or (iii) combine the outstanding Common Stock into a smaller number of shares, through a reverse stock split of otherwise, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

7. *Consolidation, Merger, etc.* If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash or any other property, then in any such case the shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash and any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. If the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock into a larger number of shares or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the

number of shares of Common Stock that were outstanding immediately prior to such event.

8. *No Redemption.* The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

9. *Rank.* The Series A Junior Participating Preferred Stock shall rank junior with respect to payment of dividends and on liquidation to all other series of the Corporation's preferred stock outstanding on the date hereof and to all such other series that may be issued after the date hereof except to the extent that any such other series specifically provides that it shall rank junior to the Series A Junior Participating Preferred Stock.

10. *Amendment.* The Amended and Restated Certificate of Incorporation of the Corporation shall not be amended in any manner that would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least a majority of the outstanding shares of Series A Junior Participating Preferred Stock, voting separately as a class.

11. *Fractional Shares.* Series A Junior Participating Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, to receive dividends thereon, and to participate in any distribution of assets and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, Interline Brands, Inc. affirms the foregoing as true and has caused this Certificate to be duly executed by the authorized officers below as of this 23rd day of March, 2009.

INTERLINE BRANDS, INC.

By: ______________________

Name: Michael J. Grebe
Title: Chairman, Chief Executive Officer and President

Attest:

____

Name: Michael Agliata
Title: Assistant Secretary

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Date:	**13-Nov-2009 12:31PM**	**Order #:**	20896958	**Item #:**	5
Client #:	251397				
Subject:	**INTERLINE BRANDS, INC. - 4259954**				
Jurisdiction:	DE Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	12-Nov-2009				
Results:	Certified Copies Attached				

Comments:

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTERLINE BRANDS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FOREIGN QUALIFICATION, FILED THE EIGHTH DAY OF NOVEMBER, A.D. 2006, AT 12:35 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2008, AT 10:56 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INTERLINE BRANDS, INC.".

SECRETARY'S OFFICE 1793 DELAWARE 1856

Jeffrey W. Bullock, Secretary of State

4259954 8100H

AUTHENTICATION: 7637762

091010998

DATE: 11-12-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:35 PM 11/08/2006
FILED 12:35 PM 11/08/2006
SRV 061022018 - 4259954 FILE

STATE *of* DELAWARE
FOREIGN CORPORATION CERTIFICATE

- **The Undersigned,** a corporation duly organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 371 of Title 8 of the Delaware Code, does hereby certify:

- **First:** That Interline Brands, Inc. is a corporation duly organized and existing under the laws of the State of New Jersey and is filing herewith a certificate evidencing its corporate existence.

- **Second:** That the name and address of its Registered Agent in said State of Delaware upon whom service of process may be had is: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

- **Third:** That the assets of said corporation are $ 732,785,000 and the liabilities thereof are $ 105,013,000. The assets and liabilities indicated are as of a date within six months prior to the filing date of this Certificate.

- **Fourth:** That the business which it proposes to do in the State of Delaware is as follows:
  Distribution and wholesale marketing of maintenance, repair and operations ("MRO") products.

- **Fifth:** That the business which it proposes to do in the state of Delaware is the business it is authorized to do in the jurisdiction of its incorporation.

- **In Witness Whereof,** said corporation has caused this Certificate to be signed on its behalf this 7th day of November, 2006.

By: ______________________
(Authorized Officer)

Name: Thomas J. Tossavainen, CFO
(Typed or Printed)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INTERLINE BRANDS, INC.
0100077767
With the Previous or Alternate Name
PROFESSIONAL SOLUTIONS, INC. (Alternate Name)
WILMAR SUPPLY CO., INC. (Previous Name)
WILMAR INDUSTRIES, INC. (Previous Name)
COPPERFIELD SUPPLY (Alternate Name)
COPPERFIELD (Alternate Name)
COPPERFIELD CHIMNEY SUPPLY (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 26, 1978.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628 0000

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INTERLINE BRANDS, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 4th day of November, 2006

Bradley Abelow

Bradley Abelow
State Treasurer

INTERLINE
BRANDS

Corporate Headquarters
801 West Bay Street
Jacksonville, FL 32204

CONSENT TO USE OF NAME

Dear Sir or Madam:

Interline Brands, Inc., a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of its wholly-owned subsidiary, Interline Brands, Inc., a corporation organized under the laws of the State of New Jersey, in the State of Delaware and its use of the name "Interline Brands, Inc." in the State of Delaware.

IN WITNESS WHEREOF, the said Interline Brands, Inc., a Delaware corporation, has caused this consent to be executed by its Chief Financial Officer this 13 day of November, 2006.

INTERLINE BRANDS, INC.
a Delaware corporation

By: ______________________
Thomas J. Tossavainen
Chief Financial Officer

CERTIFICATE OF CHANGE AND SUBSTITUTION OF REGISTERED AGENT

OF

Interline Brands, Inc.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Interline Brands, Inc.

2. The corporation is incorporated under the laws of New Jersey.

3. The corporation was authorized to do business in the State of Delaware on November 8, 2006.

4. The name and address of the registered agent of the corporation within the State of Delaware are hereby changed to:

National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Dover, Delaware 19904
County of Kent

5. All previous appointments of a registered agent of the corporation within the State of Delaware are hereby revoked.

Signed on September 11, 2008.

Michael Agliata, Asst. Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:10 AM 11/25/2008
FILED 10:56 AM 11/25/2008
SRV 081143742 - 4259954 FILE

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Date:	**20-Nov-2009 04:18PM**	**Order #:**	20896958	**Item #:**	6
Client #:	251397				
Subject:	**INTERLINE BRANDS, INC. FKA WILMAR INDUSTRIES**				
Jurisdiction:	NJ Secretary of State				
Search Type:	Certified Charter Documents with All Amendments/Mergers				
Through Date:	19-Nov-2009				
Results:	Certified Copies Attached				

Comments:

Disclaimer :

CT Lien Solutions provides the best copies available from the jurisdiction.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

INTERLINE BRANDS, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the
Certificate Of Mergers
Restated Certificate
Amendments
Name Change
And Correction
as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 19th day of November, 2009

R. David Rousseau
State Treasurer

Certificate Number: 115787513
Verify this certificate online at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

AMC

CERTIFICATE OF AMENDMENT TO THE

CERTIFICATE OF INCORPORATION OF

WILMAR INDUSTRIES, INC.

FILED

MAY 10 2000

State Treasurer
Roland Machold

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3) of the New Jersey Business Corporation Act, the undersigned corporation hereby executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Wilmar Industries, Inc.

2. The following amendment to the Certificate of Incorporation was approved and adopted by unanimous written consent of the board of directors as of the 27th day of March, 2000:

RESOLVED, that Article 4 of the Certificate of Incorporation of the Company be amended to read as follows:

"4. The total number of shares of stock that the Corporation shall have authority to issue is Fifty-five Million One Hundred Sixty-Four Thousand Three Hundred Eighty-four (55,000,000) of which Fifty Million (50,000,000) shall be Common Stock, no par value, and Five Million (5,000,000) of which shall be Preferred Stock, par value one cent ($.01) per share. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors of the Corporation shall have the full authority permitted by law to establish one or more series and the number of shares constituting each such series and to fix by resolution full, limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights of any series of the Preferred Stock that may be desired. Subject to the limitation on the total number of shares of Preferred Stock which the Corporation has authority to issue hereunder, the Board of Directors is also authorized to increase or decrease the number of shares of any series, subsequent to the issue of that series, but not below the number of shares of such series then outstanding.

In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series."

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3. The resolution attached hereto as Appendix "A" (the "Designating Resolution Amendment") amends the resolution establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof (which was originally adopted on March 6, 1995).

4. The Certificate of Incorporation of the corporation is hereby amended so that the designation and number of shares of Series A Senior Preferred Stock, Series B Junior Preferred Stock and Class C Preferred Stock (the "Preferred Stock") described in the Designating Resolution Amendment, and the relative rights, preferences and limitations of such Preferred Stock, are as stated in the Designating Resolution Amendment.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed in its name by the undersigned officer as of the 4th day of May, 2000.

WILMAR INDUSTRIES, INC.

By: ______________________
William E. Sanford II
Senior Vice President and
Chief Financial Officer

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APPENDIX A

DESIGNATING RESOLUTION AMENDMENT

WILMAR INDUSTRIES, INC.

RESOLVED, that the number of shares of the Company's authorized Preferred Stock designated "Series A Senior Preferred Stock" and "Series B Junior Preferred Stock" shall be reduced to zero as set forth in Exhibit "A" hereto; and it is further

RESOLVED, that one hundred sixty-four thousand three hundred eighty-four (164,384) shares of the Company's authorized Preferred Stock shall be designated "Class C Preferred Stock," and that such Class C Preferred Stock shall have such voting rights, designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights as may be set forth in Exhibit "A" hereto.

EXHIBIT A

DESCRIPTION OF SERIES A SENIOR PREFERRED STOCK, SERIES B JUNIOR PREFERRED STOCK AND CLASS C PREFERRED STOCK

A. SERIES A SENIOR PREFERRED STOCK

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as "Series A Senior Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting such series shall be zero.

B. SERIES B JUNIOR PREFERRED STOCK

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as "Series B Junior Preferred Stock" (the "Series B Preferred Stock") and the number of shares constituting such series shall be zero.

C. CLASS C PREFERRED STOCK

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as "Class C Preferred Stock" (the "Class C Preferred Stock") and the number of shares constituting such series shall be 164,384.

2. Dividends. If the Company's board of directors declares or the Company pays any dividends with respect to the Common Stock (whether payable in cash, securities or other property except for dividends payable solely in shares of Common Stock), the Company shall be deemed to have declared with respect to all shares of Class C Preferred Stock outstanding, and the Company shall pay to each holder of shares of Class C Preferred Stock, dividends in an amount equal to the product of (i) the amount of dividends so declared or paid with respect to each share of Common Stock and (ii) the number of shares of Common Stock (including fractions thereof) issuable upon conversion of the shares of Class C Preferred Stock, at a rate of one share of Common Stock for one share of Class C Preferred Stock.

3. Optional Conversion.

(a) Right to Convert. Each share of Class C Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, into fully paid and nonassessable shares of Common Stock at a rate of one share of Common Stock for one share of Class C Preferred Stock. Upon a Liquidation (as defined in Section C.4 below), the conversion rights shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on Liquidation to the holders of shares of Class C Preferred Stock.

(b) Mechanics of Conversion.

(i) In order for a holder of shares of Class C Preferred Stock to convert shares of Class C Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Class C Preferred Stock at the office of the transfer agent for the shares of Class C Preferred Stock (or at the principal office of the Company if the Company serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Class C Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Company, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Company, duly executed by the registered holder or his or its attorney-in-fact duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Company if the Company serves as its own transfer agent) shall be the conversion date (the "Conversion Date"). The Company shall, as soon as practicable after the Conversion Date, issue and deliver to such holder of shares of Class C Preferred Stock, or to his or its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share. If the number of shares of Class C Preferred Stock represented by the certificates for the Class C Preferred Stock submitted for conversion shall be greater than the number of shares of Class C Preferred Stock being converted, the Company shall, when delivering the shares of Common Stock upon any such conversion, issue and deliver to the holder thereof a new certificate representing the number of shares of Class C Preferred Stock which shall not have been converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Class C Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(ii) The Company shall, at all times when the Class C Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the shares of Class C Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class C Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class C Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Class C Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(iii) Upon any such conversion, no payment shall be made of any declared and unpaid dividends on the shares of Class C Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(iv) All shares of Class C Preferred Stock that shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor. Any shares of Class C Preferred Stock so converted shall be retired and canceled and shall not be reissued, and the Company may from time to time take such appropriate action as may be necessary to eliminate the authorized Class C Preferred Stock or reduce the authorized number thereof as may be appropriate accordingly.

(c) No Impairment. The Company will not, by amendment of its Certificate of InCompany or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Section C.3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the shares of Class C Preferred Stock against impairment.

4. Liquidation. In the event of any liquidation, dissolution or winding-up of the Company, whether voluntarily or involuntarily (a "Liquidation"), before any distribution or payment may be made with respect to any Common Stock, holders of each share of Class C Preferred Stock shall be entitled to be paid out of the assets of the Company available for distribution to holders of the Company's capital stock of all classes, whether such assets are capital, surplus, or capital earnings, an amount in cash equal to $0.01 per share of Class C Preferred Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or other similar event involving the Class C Preferred Stock), plus all accrued and unpaid dividends thereon, whether or not declared, since the date of issuance up to and including the date full payment shall be tendered to the holders of the Class C Preferred Stock with respect to such Liquidation (the "Class C Liquidation Amount").

If upon any such Liquidation, the assets of the Company to be distributed among the holders of the Class C Preferred Stock are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid, then the entire assets of the Company to be distributed to such holders will be distributed ratably among such holders in proportion to the number of shares of Class C Preferred Stock owned by each holder.

After the payment of the Class C Liquidation Amount shall have been made in full to the holders of the Class C Preferred Stock or funds necessary for such payment shall have been set aside by the Company in trust for the account of holders of the Class C Preferred Stock so as to be available for such payments, the holders of the Class C Preferred Stock shall be entitled to no further participation in the distribution of the assets of the Company, and the remaining assets of the Company legally available for distribution to its stockholders shall be distributed among the holders of other classes of securities of the Company in accordance with their respective terms.

(a) Treatment of Reorganizations. Any merger or consolidation of the Company with or into another corporation, or the sale of all or substantially all of the Company's properties and assets to any person or any transaction or series of related transactions in which more than fifty percent (50%) of the outstanding voting securities of the Company is sold or assigned (any of which events is herein referred to as a "Reorganization "), shall be regarded as a liquidation, dissolution or winding up of the affairs of the Company within the meaning of this Section 3 unless the holders of at least a majority of the then outstanding shares of Class C Preferred Stock elect to have such events not deemed to be a liquidation, dissolution or winding up of the Company by giving written notice thereof to the Company at least 10 days before the effective date of such event.

5. Voting Power. The holders of the Class C Preferred Stock shall be entitled to notice of all shareholders' meetings in accordance with the Company's bylaws and shall be entitled to vote on all matters submitted to the shareholders for a vote together with the holders of the Common Stock and the other classes of voting stock entitled to vote thereon, voting together as a single class, with each share of Class C Preferred Stock entitled to one vote.

6. Notices of Record Date. In the event of

(a) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger of the Company, or any transfer of all or substantially all of the assets of the Company to any other corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Company,

then and in each such event the Company shall mail or cause to be mailed to each holder of Class C Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, merger, dissolution, liquidation or winding up is expected to become effective and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, merger, dissolution, liquidation or winding up. Such notice shall be mailed at least ten (10) business days prior to the date specified in such notice on which such action is to be taken.

7. No Reissuance of Class C Preferred Stock. No share or shares of Class C Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Company shall be authorized to issue. The Company may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Class C Preferred Stock accordingly.

CERTIFICATE OF MERGER
OF
WM ACQUISITION, INC.,
A New Jersey corporation
WITH AND
INTO
WILMAR INDUSTRIES, INC.,
A New Jersey corporation

0100 801855
0100 077767

FILED
MAY 16 2000
State Treasurer
Roland Machold

To: THE DEPARTMENT OF TREASURY
STATE OF NEW JERSEY

Pursuant to the provisions of Sections 14A:10-1 and 14A:10-4.1 of the New Jersey Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

WM Acquisition, Inc., a corporation organized and existing under the laws of the State of New Jersey (Corporate No. 0100801855) (the "Merged Corporation") shall be merged with and into Wilmar Industries, Inc., a corporation organized and existing under the laws of the State of New Jersey (Corporate No. 0100077767), which is hereinafter designated as the "Surviving Corporation."

The address of the Surviving Corporation's registered office in the State of New Jersey is 303 Harper Drive, Moorestown, New Jersey 08057, and the name of its registered agent at such address is Fred B. Gross. The Secretary of State is appointed as agent to accept service of process and to forward the same to the address above.

ARTICLE TWO

The Amended and Restated Agreement and Plan of Merger and Recapitalization (the "Plan of Merger") attached hereto as Exhibit A was approved by each of the undersigned corporations in the manner prescribed by the New Jersey Business Corporation Act.

ARTICLE THREE

The dates of approval by the shareholders of each corporation of the Plan of Merger are:

WM Acquisition, Inc.	May 16, 2000
Wilmar Industries, Inc.	May 15, 2000

ARTICLE FOUR

The number of shares of common stock of the Surviving Corporation entitled to vote on the Plan of Merger was 12,408,226

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S 789294
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The number of shares of common stock of the Merged Corporation entitled to vote on the Plan of Merger was 977,444. The shares of Senior Preferred Stock of the Merged Corporation were entitled to vote as a class on the Plan of Merger, and the number of shares of such Senior Preferred Stock entitled to vote was 12,902,257.

ARTICLE FIVE

The number of shares voted for and against the Plan of Merger, respectively, in each class entitled to vote, were:

Corporation	Total Shares Voted For	Total Shares Voted Against	Class or Series
WM Acquisition, Inc.	977,444	- 0 -	Common
WM Acquisition, Inc.	12,902,257	- 0 -	Senior Preferred
Wilmar Industries, Inc.	6,654,252	8,769	Common

ARTICLE SIX

Pursuant to the terms of the Plan of Merger, the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the Merged Corporation, with the name of the corporation in such certificate of incorporation changed to "Wilmar Industries, Inc."

ARTICLE SEVEN

This Certificate of Merger shall become effective immediately upon filing.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its respective name by its duly authorized officer as of the 16th day of May, 2000.

WM ACQUISITION, INC.

By: ______________________
Print Name: Drew Sawyer
Print Title: Vice President

WILMAR INDUSTRIES, INC.

By: ______________________
Print Name: Fred B. Gross
Print Title: Vice President, Corporate Development

Exhibit A

PLAN OF MERGER

AMENDED AND RESTATED
AGREEMENT AND PLAN OF MERGER
AND RECAPITALIZATION

between

WM ACQUISITION, INC.

and

WILMAR INDUSTRIES, INC.

1-PH/1196659.1

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AMENDED AND RESTATED
AGREEMENT AND PLAN OF MERGER AND RECAPITALIZATION

AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER AND RECAPITALIZATION (the "**Agreement**"), dated as of March 27, 2000 by and between WM Acquisition, Inc., a New Jersey corporation (the "**Merger Sub**"), and Wilmar Industries, Inc., a New Jersey corporation (the "**Company**").

RECITALS:

WHEREAS, Merger Sub and the Company have previously entered into an Agreement and Plan of Merger and Recapitalization, dated December 22, 1999 (the "**Original Agreement**").

WHEREAS, the respective boards of directors of each of the Merger Sub and the Company each have approved this Agreement pursuant to which, among other things, Merger Sub will be merged with and into the Company (the "**Merger**") on the terms and conditions contained herein and in accordance with the New Jersey Business Corporation Act (the "**NJBC**").

WHEREAS, concurrently with the execution of the Original Agreement, as a condition to the willingness of Merger Sub to enter into the Original Agreement, (i) Mr. William Green (the "**Company Principal**") entered into a Voting and Exchange Agreement with Merger Sub and the Company (the "**Company Voting Agreement**"), which provided for, among other things, the agreement of the Company Principal to vote all shares of the Company's common stock, no par value (the "**Common Stock**"), beneficially owned by him on the date thereof in favor of approval and adoption of the Original Agreement and the Merger, and to exchange certain shares of Common Stock owned by him for newly issued shares of Class C Preferred Stock, par value $.10 per share, of the Company (the "**Class C Preferred Stock**") prior to the Merger, and (ii) the Company Principal delivered to the Merger Sub an irrevocable proxy to vote such shares as described above.

WHEREAS, Merger Sub and the Company wish to amend and restate the Original Agreement as provided herein in order to reflect the statutory requirement of shareholder approval necessary for the Merger.

WHEREAS, certain terms used in this Agreement which are not capitalized have the meanings specified in Section 8.1.

WHEREAS, the Company and Merger Sub desire to make certain representations, warranties, covenants and agreements in connection with this Agreement.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements contained in this Agreement, the parties agree as follows:

ARTICLE 1

THE MERGER

Section 1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as defined in Section 1.3), Merger Sub shall be merged with and into the Company and the separate corporate existence of Merger Sub shall cease. The Company shall be the surviving corporation in the Merger (sometimes referred to as the "**Surviving Corporation**") and shall continue to be governed by the laws of New Jersey, and the separate corporate existence of the Company with all its rights, privileges, immunities, powers, purposes and franchises, both public and private, shall continue unaffected by the Merger. The Merger shall have the effects set forth in Section 14A:10-6 of the NJBC.

Section 1.2 Closing. The closing of the Merger (the "**Closing**") shall take place (a) at the offices of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York at 10:00 a.m. on the third business day after the last to be fulfilled or waived of the conditions set forth in Article 6 (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the fulfillment or waiver of those conditions) shall be satisfied or waived in accordance with this Agreement or (b) at such other place and time and/or on such other date as the Company and the Merger Sub may agree in writing (the "**Closing Date**").

Section 1.3 Effective Time. As soon as practicable following the Closing, the Company and Merger Sub will cause a Certificate of Merger (the "**Certificate of Merger**") to be signed, acknowledged and delivered for filing with the Secretary of the State of New Jersey as provided in Section 14A:10-4.1 of the NJBC. The Merger shall become effective at the time when a Certificate of Merger has been duly filed with the Secretary of State of the State of New Jersey or such other time as shall be agreed upon by the parties and set forth in the Certificate of Merger (the "**Effective Time**").

Section 1.4 The Certificate of Incorporation. The certificate of incorporation of the Surviving Corporation shall be amended and restated in the form of the certificate of incorporation of Merger Sub in effect immediately prior to the Effective Time (the "**Surviving Charter**"), until duly amended as provided in the Surviving Charter or by applicable law, except that, as of the Effective Time, Article I of such certificate of incorporation shall be amended to read as follows: "The name of the corporation is Wilmar Industries, Inc."

Section 1.5 The By-Laws. The by-laws of the Surviving Corporation shall be amended and restated in the form of the by-laws of Merger Sub in effect at the Effective Time (the "**Surviving By-Laws**"), until duly amended as provided in the Surviving By-Laws or by applicable law.

Section 1.6 Directors of Surviving Corporation. The directors of Merger Sub at the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Charter and the Surviving By-Laws.

Section 1.7 Officers of Surviving Corporation. The officers of the Company at the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Charter and the Surviving By-Laws.

ARTICLE 2

CONVERSION OR CANCELLATION OF SHARES IN THE MERGER AND THE RECAPITALIZATION EXCHANGE

Section 2.1 Conversion or Cancellation of Shares and the Recapitalization Exchange. The manner of converting, retaining or canceling shares of the Company and Merger Sub in the Merger shall be as follows:

(1) At the Effective Time, except as otherwise provided in Section 2.1(c), each share of Common Stock issued and outstanding immediately prior to the Effective Time (other than Shares owned by Merger Sub, collectively, the "**Shares**"), shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive, without interest, an amount in cash (the "**Merger Consideration**") equal to $18.25. All such Shares, by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such Shares shall thereafter cease to have any rights with respect to such Shares, except the right to receive the Merger Consideration for such Shares upon the surrender of such certificate in accordance with Section 2.2.

(2) At the Effective Time, each share of Class C Preferred Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into (i) .5486558 shares of Common Stock and (ii) 1.7701344 shares of Cumulative Senior Preferred Stock, par value $0.01 per share of the Company (the "**Senior Preferred Stock**").

(3) At the Effective Time, each share of Common Stock issued and outstanding at the Effective Time and owned by Merger Sub, and each Share issued and held in the Company's treasury at the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(4) At the Effective Time, (i) each share of common stock, no par value, of Merger Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of Merger Sub or the holders of such shares, be converted into one share of Common Stock and (ii) each share of preferred stock, par value $0.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of Merger Sub or the holders of such shares, be converted into one share of Senior Preferred Stock.

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Section 2.2 Payment for Shares. The Surviving Corporation shall make available or cause to be made available to the paying agent appointed by Merger Sub with the Company's prior approval (the "**Paying Agent**") amounts sufficient in the aggregate to provide all funds necessary for the Paying Agent to make payments pursuant to Section 2.1(a) hereof to holders of Shares issued and outstanding immediately prior to the Effective Time. At the Effective Time, the Surviving Corporation shall instruct the Paying Agent to promptly, and in any event not later than three business days following the Effective Time, mail to each person who was, at the Effective Time, a holder of record (other than Merger Sub) of issued and outstanding Shares a form (mutually agreed to by Merger Sub and the Company) of letter of transmittal and instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented any of such Shares in exchange for payment therefor. Upon surrender to the Paying Agent of such certificates, together with such letter of transmittal, duly executed and completed in accordance with the instructions thereto, the Surviving Corporation shall instruct the Paying Agent to promptly, and in any event not later than three business days following receipt of properly tendered certificates and letters of transmittal, pay to the persons entitled thereto a check in the amount to which such persons are entitled, after giving effect to any required tax withholdings. No interest will be paid or will accrue on the amount payable upon the surrender of any such certificate. If payment is to be made to a person other than the registered holder of the certificate surrendered, it shall be a condition of such payment that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such payment shall pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation or the Paying Agent that such tax has been paid or is not applicable. One hundred and eighty days following the Effective Time, the Surviving Corporation shall be entitled to cause the Paying Agent to deliver to it any funds (including any interest received with respect thereto) made available to the Paying Agent which have not been disbursed to holders of certificates formerly representing Shares outstanding on the Effective Time, and thereafter such holders shall be entitled to look to the Surviving Corporation only as general creditors thereof with respect to the Merger Consideration payable upon due surrender of their certificates. Notwithstanding the foregoing, neither the Paying Agent nor any party hereto shall be liable to any holder of certificates formerly representing Shares for any amount paid to a public official pursuant to any applicable abandoned property, escheat or similar law.

Section 2.3 Transfer of Shares After the Effective Time. No transfer of Shares shall be made on the stock transfer books of the Surviving Corporation at or after the Effective Time.

Section 2.4 Stock Options. Immediately prior to the Effective Time, each outstanding option to purchase shares of Common Stock (an "**Option**") granted under the Company's Amended and Restated 1995 Stock Option Plan and any similar plan or arrangement providing for the issuance of options (collectively, the "**Option Plans**"), whether or not then exercisable or vested, shall become fully exercisable and vested. At the Effective Time (A) each Option which is then outstanding shall be canceled and (B) in consideration of such cancellation, and except to the extent that Merger Sub and the holder of any such Option otherwise agree, immediately following consummation of the Offer, the Company shall pay to such holders of Options an amount in respect thereof equal to the product of (x) the excess of the Merger Consideration over the exercise price thereof, if any, and (y) the number of shares of Common Stock subject thereto (such payment to be net of taxes required by law to be withheld with respect thereto). No payment shall be made with respect to any Option having a per share exercise price, as in effect at the Effective Time, equal to or greater than the Merger Consideration.

ARTICLE 3

REPRESENTATIONS AND WARRANTIES OF THE COMPANY

The Company represents and warrants to Merger Sub that, except as set forth in the corresponding sections of the Disclosure Letter delivered to Merger Sub by the Company prior to the execution of this Agreement (the "**Company Disclosure Letter**"):

Section 3.1 Organization and Qualification; Subsidiaries.

(1) Each of the Company and each subsidiary of the Company (collectively, the "**Company Subsidiaries**") is a corporation duly incorporated, validly existing and in good standing under the laws of the jurisdiction of its incorporation or organization, as the case may be, and has the requisite power and authority and all necessary governmental approvals to own, lease and operate its properties and to carry on its business as it is now being conducted, except where the failure to be so organized, existing or in good standing or to have such power, authority and governmental approvals, individually or in the aggregate, have not resulted and could not reasonably be expected to result in a Material Adverse Effect on the Company. Each of the Company and each Company Subsidiary is duly qualified or licensed to do business, and is in good standing, in each jurisdiction where the character of the properties owned, leased or

operated by it or the nature of its business makes such qualification or licensing necessary, except for such failures to be so qualified or licensed and in good standing that, individually or in the aggregate, have not resulted and could not reasonably be expected to result in a Material Adverse Effect on the Company. For purposes of this Agreement, "**Material Adverse Effect on the Company**" means any change in or effect on the business, assets, properties, results of operations or condition (financial or otherwise) of the Company or any Company Subsidiary that is or could reasonably be expected to be materially adverse to the Company and the Company Subsidiaries, taken as a whole, or that could reasonably be expected to materially impair the ability of the Company to perform its obligations under this Agreement or consummate the Merger and the other transactions contemplated hereby.

(2) The Company Disclosure Letter sets forth a complete and correct list of all of the Company Subsidiaries, their respective jurisdictions of organization and percentage ownership by the Company. Neither the Company nor any Company Subsidiary holds any interest in any person other than the Company Subsidiaries so listed.

Section 3.2 Certificate of Incorporation and By-Laws. The copies of the Company's certificate of incorporation and by-laws, each as amended through the date of this Agreement (collectively, the "**Company Charter Documents**") that are incorporated by reference in, as exhibits to the Company's annual report on Form 10-K for the year ended December 25, 1998 are complete and correct copies of those documents. The Company Charter Documents and all comparable corporate organizational documents of the Company Subsidiaries are in full force and effect. The Company is not in violation of any of the provisions of the Company Charter Documents.

Section 3.3 Capitalization.

(1) The authorized capital stock of the Company consists of 50,000,000 shares of Common Stock, 5,000,000 shares of Preferred Stock, par value $0.01 per share, 129,450 shares of Series A Senior Preferred Stock, par value $0.01 per share and 105,914 shares of Series B Senior Preferred Stock, par value $0.01 per share (collectively, the "**Preferred Stock**"). As of the date of this Agreement, (i) 12,407,826 shares of Common Stock were issued and outstanding, all of which were validly issued and are fully paid, nonassessable and not subject to preemptive rights, (ii) 1,000,000 shares of Company Common Stock were held in the treasury of the Company and (iii) 1,502,166 shares of Common Stock were reserved for issuance

upon exercise of Options that are outstanding or available for grant. As of the date of this Agreement, no shares of Preferred Stock are issued and outstanding.

(2) As of the date of this Agreement, an aggregate of 1,135,376 Options granted by the Company under the Option Plans are issued and outstanding. Except for the Options, there are no options, warrants, conversion rights, stock appreciation rights, redemption rights, repurchase rights or other rights, agreements, arrangements or commitments of any character to which the Company is a party or by which the Company is bound relating to the issued or unissued capital stock of the Company or any Company Subsidiary or obligating the Company or any Company Subsidiary to issue or sell any shares of capital stock of, or other equity interests in, the Company or any Company Subsidiary. The Company Disclosure Letter sets forth, as of the date of this Agreement, (x) the persons to whom Options have been granted and (y) the exercise price for the Options held by each such person. No consent of the holder of any Options is required in connection with the cancellation thereof pursuant to Section 2.4.

(3) All shares of Common Stock subject to issuance, upon issuance prior to the Effective Time on the terms and conditions specified in the instruments under which they are issuable, will be duly authorized, validly issued, fully paid, nonassessable and will not be subject to preemptive rights. There are no outstanding contractual obligations of the Company or any Company Subsidiary to repurchase, redeem or otherwise acquire any shares of Common Stock or any capital stock of any Company Subsidiary. Each outstanding share of capital stock of each Company Subsidiary is duly authorized, validly issued, fully paid, nonassessable and not subject to preemptive rights and each such share owned by the Company or a Company Subsidiary is free and clear of all security interests, liens, claims, pledges, options, rights of first refusal, agreements, limitations on the Company's or such other Company Subsidiary's voting rights, charges and other encumbrances or any nature whatsoever (collectively, "Liens"). There are no outstanding contractual obligations of the Company or any Company Subsidiary to provide funds to, or make any investment (in the form of a loan, capital contribution or otherwise) in, any Company Subsidiary that is not wholly owned by the Company or in any other person.

Section 3.4 Authority.

(1) The Company has all necessary corporate power and authority to execute and deliver this Agreement, to perform its obligations under this Agreement and to consummate the Merger and the other transactions contemplated by this Agreement to be consummated by the Company. The execution and delivery of this Agreement by the Company and the consummation by the Company of such transactions have been duly and validly authorized

by all necessary corporate action and no other corporate proceedings on the part of the Company are necessary to authorize this Agreement or to consummate such transactions, other than, with respect to the Merger, the adoption of this Agreement by the affirmative vote of a majority of the votes cast by the holders of shares of Common Stock entitled to vote at the Company Stockholders Meeting (the "**Requisite Company Vote**"). This Agreement has been duly authorized and validly executed and delivered by the Company and, assuming that this Agreement constitutes a valid and binding obligation of the other party, constitutes a legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer and other similar laws affecting creditors' rights generally and by equitable principles of general applicability.

(2) The Special Committee of the Board of Directors of the Company and the full Board of Directors of the Company (i) has unanimously adopted the plan of merger set forth in Articles I and II of this Agreement and approved this Agreement and the other transactions contemplated by this Agreement and (ii) has unanimously agreed to recommend to the stockholders the approval of this Agreement, the Merger, and the other transactions contemplated hereby.

Section 3.5 No Conflict.

(1) The execution and delivery of this Agreement by the Company do not, and the performance of this Agreement by the Company will not:

(1) conflict with or violate any provision of any Company Charter Document or any equivalent organizational documents of any Company Subsidiary;

(2) assuming that all consents, approvals, authorizations and other actions described in Section 3.6 have been obtained and all filings and obligations described in Section 3.6 have been made, conflict with or violate any foreign or domestic law, statute, ordinance, rule, regulation, order, judgment or decree ("Law") applicable to the Company or any Company Subsidiary or by which any property or asset of the Company or any Company Subsidiary is or may be bound or affected, except for any such conflicts or violations that, individually or in the aggregate, have not resulted and could not reasonably be expected to result in a Material Adverse Effect on the Company; or

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(3) result in any breach of or constitute a default (or an event which with or without notice or lapse of time or both would become a default) under, or give to others any right of termination, amendment, acceleration or cancellation of, or result in the creation of a Lien on any property or asset of the Company or any Company Subsidiary under any note, bond, mortgage, indenture, contract, agreement, commitment, lease, license, permit, franchise or other instrument or obligation (collectively, "**Contracts**") to which the Company or any Company Subsidiary is a party or by which any of them or their assets or properties is or may be bound or affected, except for any such breaches, defaults, rights or Liens that, individually or in the aggregate, have not resulted and could not reasonably be expected to result in a Material Adverse Effect on the Company.

(2) The Company Disclosure Letter sets forth a correct and complete list of all material Contracts to which the Company or any Company Subsidiaries are a party or by which they or their assets or properties is or may be bound or affected under which consents or waivers are or may be required prior to consummation of the transactions contemplated by this Agreement.

Section 3.6 Required Filings and Consents. The execution and delivery of this Agreement by the Company do not, and the performance of this Agreement by the Company will not, require any consent, approval, authorization or permit of, or filing with or notification to, any domestic or foreign national, federal, state, provincial or local governmental, regulatory or administrative authority, agency, commission, court, tribunal or arbitral body or self-regulated entity (each, a "**Governmental Entity**"), other than (i) compliance with applicable requirements of the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "**Exchange Act**"), (ii) compliance with the pre-merger notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder (the "**HSR Act**"), (iii) the filing of a Certificate of Designation relating to the Series C Preferred Stock; (iv) the filing of the Certificate of Merger in accordance with the NJBC; and (v) where the failure to obtain such consent, approval, authorization or permit, or to provide such notice or make such filing, individually or in the aggregate, has not and could not reasonably be expected to result in a Material Adverse Effect.

Section 3.7 Permits; Compliance with Law. Each of the Company and the Company Subsidiaries is in possession of all franchises, grants, authorizations, licenses, permits,

FILED
MAY 16 2000
State Treasurer
Roland Machold

CERTIFICATE REGARDING
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
WILMAR INDUSTRIES, INC.

RST

To: The Department of Treasury
State of New Jersey

Pursuant to the provisions of N.J.S.A. 14A:9-5, the undersigned corporation hereby executes this certificate regarding the attached Amended and Restated Certificate of Incorporation:

1. The name of the corporation is WILMAR INDUSTRIES, INC.

2. The attached Amended and Restated Certificate of Incorporation was adopted by unanimous written consent of the board of directors in lieu of a meeting on May 16, 2000, and by unanimous written consent of the shareholders of the corporation holding all 13,193,238 shares of common stock of the corporation outstanding and all 1,067,634 shares of senior preferred stock outstanding entitled to vote on the Amended and Restated Certificate of Incorporation on May 16, 2000.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by the undersigned officer as of this 16th day of May, 2000.

WILMAR INDUSTRIES, INC.

By: [signature]
Name: WILLIAM E. SANFORD
Title: SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
WILMAR INDUSTRIES, INC.

FIRST. The name of the corporation is WILMAR INDUSTRIES, INC.

SECOND. The registered office of the Corporation in the State of New Jersey is located at 303 Harper Drive, Moorestown, NJ 08057, and the name of its registered agent at such address is Fred B. Gross. The current Board of Directors of the Corporation (the "Board") consists of two members, Samantha Trotman and Drew Sawyer, the address of both of whom is: c/o Parthenon Capital, 200 State Street, Boston, MA 02109.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act.

FOURTH.

1. <u>Designation</u>. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 29,500,000; of which 2,500,000 shares, no par value per share, are to be of a class designated "Common Stock" (the "Common Stock") and 27,000,000 shares, par value $.01 per share, are to be of a class designated Senior Preferred Stock (the "Senior Preferred Stock").

The rights, preferences, privileges and restrictions granted to and imposed upon the Common Stock are set forth below in this ARTICLE FOURTH. The rights, preferences, privileges and restrictions granted to and imposed upon the Senior Preferred Stock are set forth in the attached <u>Exhibit A</u>.

2. <u>Dividends on Common Stock</u>. Dividends shall be paid on the Common Stock when, as and if declared by the Board.

3. <u>Voting Power</u>. Except as otherwise expressly provided herein, or as required by law, each holder of Common Stock shall be entitled to vote on all matters and shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

4. <u>Actions of the Board of Directors; Extraordinary Transactions</u>. The Board shall not take, approve or otherwise ratify any of the following actions without the prior consent of the holders of at least sixty percent (60%) in aggregate amount of the then outstanding shares of Common Stock:

(a) other than the issuance of any (i) shares of Common Stock or Senor Preferred Stock upon the exercise of any option, warrant or other right to subscribe for, purchase or acquire shares of Common Stock or Senior Preferred Stock, or (ii) stock options, or other rights to purchase or acquire shares of Common Stock, or "phantom" stock or stock appreciation rights, granted pursuant to any stock option plan or other plan adopted for the benefit of officers, directors and employees of the Corporation and its subsidiaries and approved by the Board, and shares of Common Stock or Senior Preferred Stock issued upon the exercise of such options or rights or otherwise issued pursuant to any such plan ("Exempt Issuances"), create, issue or agree to issue a class or series of any capital stock of the Corporation or its subsidiaries or rights of any kind convertible into or exchangeable for, any capital stock of the Corporation or its subsidiaries, or any option, warrant or other subscription or purchase right with respect to such capital stock of the Corporation or its subsidiaries, including, without limitation, pursuant to any public offering of the equity securities of the Corporation;

(b) (i) any transaction of merger or consolidation of the Corporation or its Subsidiaries with one or more entities, (ii) any transaction of merger or consolidation of one or more entities into or with the Corporation or any of its subsidiaries or (iii) any recapitalization of the Corporation (other than, in the case of clauses (i) and (ii), mergers or consolidations of any wholly-owned subsidiaries of the Corporation with each other and mergers or consolidations of a wholly-owned subsidiary of the Corporation with and into the Corporation where the Corporation is the surviving entity);

(c) any sale, conveyance, exchange or transfer of all or substantially all of the capital stock or assets of the Corporation or its subsidiaries (other than to the Corporation or any of its wholly-owned subsidiaries);

(d) any transactions, or the amendment, modification or waiver of any existing transactions, with any shareholder of the Corporation or an affiliate thereof or any officer, director or member of management of the Corporation, other than any such transaction (or series of related transactions) which has an aggregate consideration of less than $5,000 and is on terms no less favorable to the Corporation taken as a whole than would be obtained in an arm's-length transaction with an unrelated third party (other than customary transactions with management and compensation or management fee arrangements between the Corporation and Parthenon Investors, L.P., a Delaware limited partnership, including the compensation and fees as set forth in the employment agreements between the Corporation and each of William S. Green, Michael T. Toomey, Michael J. Grebe and William E. Sanford (the "Management Shareholders") as in effect on the date this Amended and Restated Certificate of Incorporation is filed with the Department of Treasury of the State of New Jersey;

(e) any declaration or making of dividend payments or other payment or distribution on account of, or any redemption or repurchase of, the capital stock of the Corporation (other than a pro-rata redemption of the then outstanding Senior Preferred Stock from all holders thereof);

(f) any voluntary or involuntary liquidation under applicable bankruptcy or reorganization legislation, or any dissolution or winding up of, the Corporation or its subsidiaries;

(g) incur, create or maintain any indebtedness in an aggregate principal amount outstanding in excess of $200 million;

(h) assign any of its rights to purchase the shares of capital stock of the Corporation held by any Management Shareholder upon the termination of employment of such Management Shareholder to any entity other than the lenders under that certain Revolving Credit and Term Loan Agreement among the Corporation, the lenders named therein, Fleet National Bank, as administrative agent, and FleetBoston Robertson Stephens Inc., as manager, as amended;

(i) enter into any business materially different in scope and character from the business in which the Corporation is engaged on the date this Amended and Restated Certificate of Incorporation is filed with the Department of Treasury of the State of New Jersey; or

(j) any material amendment, modification or restatement of this Amended and Restated Certificate of Incorporation or the By-Laws of the Corporation, as amended.

5. Other Rights Reserved to Common Stock. Except for and subject to those rights expressly granted to the holders of the Senior Preferred Stock, or except as may be provided by the laws of the State of New Jersey, the holders of Common Stock shall have exclusively all other rights of stockholders.

FIFTH.

1. Election of Directors. Members of the Board may be elected either by written ballot or by voice vote.

2. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (c) for any transaction from which the director derived any improper personal benefits.

Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

3. Indemnification.

(a) To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or, at the request of the Corporation, is or was serving as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Persons who are not directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board at any time specifies that such persons are entitled to the benefits of this Section 3.

(b) The Corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the laws of the State of New Jersey, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

(c) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, this Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, as amended (the "By-laws"), any agreement, any vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(d) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

(e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 3, the By-laws or under the laws of the State of New Jersey or any other provision of law.

(f) The provisions of this Section 3 shall be a contract between the Corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Section 3 is in effect and any other person entitled to indemnification hereunder, on the other hand, pursuant to which the Corporation and each such director, officer, or other person intend to be, and shall be, legally bound. No repeal or modification of this Section 3 shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(g) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

(h) Any director or officer of the Corporation serving in any capacity of (i) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (ii) any employee benefit plan of the Corporation or any corporation referred to in clause (i) shall be deemed to be doing so at the request of the Corporation.

(i) Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Section 3 may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

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IN WITNESS WHEREOF, the undersigned Corporation has caused this Amended and Restated Certificate of Incorporation to be executed in its name by the undersigned officer as of this 16th day of May, 2000.

WILMAR INDUSTRIES, INC.

Name: WILLIAM E. SANFORD
Title: SENIOR VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER

EXHIBIT A

WILMAR INDUSTRIES, INC.

CERTIFICATE OF DESIGNATION OF
SENIOR PREFERRED STOCK,
SETTING FORTH THE POWERS, PREFERENCES, RIGHTS,
QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS OF
SUCH SERIES OF PREFERRED STOCK

WILMAR INDUSTRIES, INC., a New Jersey corporation (the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation (the "Board of Directors") by the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), and pursuant to the provisions of Chapter 7 of the New Jersey Business Corporation Act, the Board of Directors, by unanimous written consent in lieu of meeting, adopted the following resolution creating one series of preferred stock, which resolution is as follows:

WHEREAS, the Board of Directors is authorized, within the limitations and restrictions stated in the Certificate of Incorporation, to provide by resolution or resolutions for the issuance of shares of preferred stock, par value $0.01, of the Corporation (the "Preferred Stock"), in one or more series with such voting powers, full or limited, or without voting powers, and such other rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are stated and expressed in the Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the New Jersey Business Corporation Act; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to authorize and fix the terms of one series of Preferred Stock and the number of shares constituting such series;

NOW, THEREFORE, BE IT RESOLVED:

ARTICLE I.

Senior Preferred Stock

1. Designation and Number of Shares.

(a) There shall be hereby established a series of Preferred Stock designated as "Senior Preferred Stock" (the "Senior Preferred"), to consist of 27,000,000 shares, par value $0.01 per share.

(b) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Article II below.

2. Rank. The Senior Preferred shall, with respect to dividend distributions, redemptions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, whether voluntary or involuntary, rank senior to (a) all classes of common stock of the Corporation (including, without limitation, the common stock, no par value per share, of the Corporation (the "Common Stock")), and (b) each other class or series of Capital Stock of the Corporation hereafter created, each of which shall expressly provide that it ranks junior to the Senior Preferred with respect to dividend distributions and distributions of assets and rights upon the

liquidation, winding up and dissolution of the Corporation (such Capital Stock, together with the Common Stock, the "Junior Stock").

3. Dividends.

(a) Beginning on the date of issuance of the Senior Preferred, the holders of the outstanding shares of Senior Preferred shall be entitled to receive dividends payable in cash on each share of Senior Preferred (subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or similar event involving the Senior Preferred) at an annual rate equal to 14%. All dividends with respect to any share of Senior Preferred shall (i) begin to accrue on a daily basis, (ii) be cumulative, whether or not earned or declared, (iii) be compounded quarterly from the date of issuance of such share and (iv) shall be payable when declared by the Board of Directors.

(b) All dividends accrued with respect to shares of Senior Preferred pursuant to Section 3(a) shall be accrued pro rata and in like manner to all of the holders entitled thereto, and shall be payable prior to the payment of any dividend on shares of any Junior Stock. No dividend may be paid on any securities of the Corporation ranking *pari passu* with the Senior Preferred unless such dividend is paid on a pro rata basis to holders of the Senior Preferred also.

(c) Dividends accrued on the Senior Preferred for any period less than a year shall be computed on the basis of a 365 or 366-day year and the actual number of days elapsed in the period for which accruable.

4. <u>Liquidation</u>.

(a) In the event of any voluntary or involuntary liquidation, winding up or dissolution of the Corporation, the holders of shares of Senior Preferred then outstanding shall be entitled to be paid for each share held, out of the assets of the Corporation legally available for distribution to its stockholders, an amount in cash equal to the sum of the Liquidation Value per share plus an amount in cash equal to all accumulated and unpaid dividends thereon to the date of such liquidation, winding up or dissolution, whether or not declared, before any payment shall be made or any assets distributed to the holders of any shares of Junior Stock. Except as provided in the preceding sentence, holders of the Senior Preferred shall not be entitled to any distribution in the event of any liquidation, winding up or dissolution of the Corporation.

(b) If, upon any liquidation, winding up or dissolution of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Senior Preferred shall be insufficient to permit payment in full to such holders of the sums which such holders are entitled to receive in such case (including all accrued and unpaid dividends thereon), then all of the assets available for distribution to the holders of the Senior Preferred shall be distributed among and paid to the holders of Senior Preferred ratably in proportion to the respective amounts that would be payable to such holders if such assets were sufficient to permit payment in full. Not less than thirty (30) days prior to the payment date stated therein, the Corporation shall mail written notice of any such liquidation, winding up or dissolution to each record holder of Senior Preferred, setting forth in reasonable detail, to the extent known, the amount of proceeds to be paid with respect to each share of Senior Preferred and the Junior Stock in connection with such liquidation, winding up or dissolution.

(c) For the purposes of this Section 4, any transaction or series of transactions (as a result of a tender offer, merger, consolidation or otherwise) that results in, or that is in connection with, (i) any Person or "group" (within the meaning of Section 13(d)(3) of the Exchange Act) acquiring "beneficial ownership" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 51% or more of the then issued and outstanding shares of Common Stock, without giving effect to the issuance of shares under any security convertible into, exchangeable for or evidencing the right to purchase or otherwise receive any shares of Common Stock, other than any such acquisition by, or by any such "group" that is controlled by, Parthenon, the Parthenon Affiliates or persons who are senior executive officers or former senior executive officers of the Corporation or any of its subsidiaries, or (ii) the sale, lease, exchange, conveyance, transfer or other disposition (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation to any Person or "group" (within the meaning of Section 13(d)(3) of the Exchange Act), other than any such sale, lease, exchange, conveyance, transfer or other disposition to, or to any such "group" that is controlled by, Parthenon, the Parthenon Affiliates or persons who are senior executive officers or former senior executive officers of the Corporation or any of its subsidiaries, shall be deemed to be a liquidation of the Corporation under Section 4(a) (which transaction or series of transactions shall be referred to herein as a "Liquidation Event"), unless the holders of eighty percent (80%) of the then outstanding shares of

Senior Preferred, voting separately as a single class, elect not to treat any of the foregoing transactions as a Liquidation Event by giving written notice thereof to the Corporation.

5. Optional Redemption. The Corporation may redeem all or any portion of the shares of Senior Preferred outstanding at any time, except for shares of Senior Preferred received by any holder in exchange for shares of Class C Preferred Stock of the Corporation previously held by any such holder ("Exchange Shares"), upon a vote of the majority of the Board of Directors; provided that the Corporation may not redeem any shares of Senior Preferred owned by CB Capital Investors, LLC or any of its Affiliates or permitted transferees (the "Chase Shareholders"), Sterling Investment Partners, L.P. or any of its Affiliates or permitted transferees (the "Sterling Shareholders"), or Parthenon or any Parthenon Affiliate or any of their permitted transferees (the "Parthenon Shareholders"), if such Chase Shareholder, Sterling Shareholder or Parthenon Shareholder, as applicable, reasonably determines that such redemption may be taxable as a distribution pursuant to Section 301(a) of the Internal Revenue Code of 1986, as amended (the "Code"), by reason of Section 302 of the Code; and provided further that if less than all of such outstanding shares of Senior Preferred (other than Exchange Shares) are to be redeemed pursuant to this Section 5, such shares shall be redeemed pro rata among the holders of Senior Preferred (other than holders of Exchange Shares) whose shares are being redeemed, based on the number of shares of Senior Preferred held by such holders. Except as otherwise provided herein, the Corporation shall mail written notice of each redemption of any Senior Preferred to each record holder thereof not more than sixty (60) nor less than thirty (30) days prior to the date on which such redemption is to be made. In case fewer than the total number of

shares of Senior Preferred represented by any certificate are redeemed, a new certificate representing the number of unredeemed shares of Senior Preferred shall be issued to the holder thereof without cost to such holder within five (5) business days after surrender of the certificate representing the redeemed shares of Senior Preferred. The Corporation shall redeem each share of Senior Preferred to be redeemed in cash at a price per share equal to the sum of the Liquidation Value per share plus all accumulated and unpaid dividends thereon to the date of mailing of the redemption notice, whether or not declared.

6. Voting Rights. The holders of Senior Preferred shall not be entitled or permitted to vote on any matter required or permitted to be voted upon by the stockholders of the Corporation, except as otherwise required under New Jersey law and as follows: (i) in connection with any proposal that the Corporation shall authorize or issue additional shares of Senior Preferred or additional classes or series of preferred stock; (ii) any changes to the rights of the Senior Preferred relating to voting, redemption, dividends, dissolution or the distribution of Corporation assets and any amendment to this Certificate of Designation; and (iii) in connection with such other subjects or matters that adversely affect the holders of Senior Preferred. In any of the foregoing cases, the affirmative vote of the holders of at least sixty percent (60%) of the then outstanding Senior Preferred voting separately as a class shall be required; provided that, any amendment to Section 5 limiting the rights of the Parthenon Shareholders thereunder shall also require the prior written consent of Parthenon, any amendment to Section 5 limiting the rights of the Chase Shareholders thereunder shall also require the prior written consent of CB Capital Investors, LLC, and any amendment to Section 5 limiting

the rights of the Sterling Shareholders thereunder shall also require the prior written consent of Sterling Investment Partners, L.P.

7. No Reissuance of Senior Preferred. Shares of Senior Preferred that have been redeemed or otherwise acquired by the Corporation shall be retired and canceled, shall resume the status of authorized and unissued shares of Preferred Stock and shall not be reissued, sold or transferred.

8. Business Day. If any payment or redemption shall be required by the terms hereof to be made on a day that is not a Business Day, such payment or redemption shall be made on the immediately succeeding Business Day.

ARTICLE II.

Definitions

As used in this Certificate of Designation, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and vice versa), unless the context otherwise requires:

"Affiliate" means, with respect to any specified Person, any other Person who or which, directly or indirectly, controls, is controlled by, or is under common control with, such specified Person. For the purposes of this definition, "control," when used with respect to any specified Person, means the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative of the foregoing.

"Board of Directors" has the meaning set forth in the preamble hereto.

"Business Day" means any day except a Saturday, a Sunday, or any day on which banking institutions in New York, New York are required or authorized by law or other governmental action to be closed.

"Capital Stock" means, with respect to any Person, any and all shares, interests, participations, rights in, or other equivalents (however designated and whether voting or non-voting) of, such Person's capital stock and any and all rights, warrants or options exchangeable for or convertible into such capital stock (but excluding any debt security that is exchangeable for or convertible into such capital stock).

"Certificate of Incorporation" has the meaning set forth in the preamble hereto.

"Chase Shareholders" has the meaning set forth in Section 5 hereof.

"Code" has the meaning set forth in Section 5 hereof.

"Common Stock" has the meaning set forth in Section 2 hereof.

"Corporation" has the meaning set forth in the preamble hereto.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Exchange Shares" has the meaning set forth in Section hereof.

"Junior Stock" has the meaning set forth in Section 2 hereof.

"Liquidation Event" has the meaning set forth in Section 4(c) hereof.

"Liquidation Value" means, with respect to each share of Senior Preferred, the sum of $10.

"Parthenon" means Parthenon Investors, L.P., a Delaware corporation, and its successors.

"Parthenon Affiliates" means any Person directly or indirectly controlled by, or under common control with, Parthenon, including, without limitation, any partnerships or coinvestment entities established by Parthenon, any direct or indirect partners of any of the foregoing, and any directors, officers and employees of Parthenon and any of the foregoing Persons.

"Parthenon Shareholders" has the meaning set forth in Section 5 hereof.

"Person" means any individual, corporation, limited liability company, partnership, firm, joint venture, association, joint-stock company, trust, estate, unincorporated organization, governmental or regulatory body or other entity.

"Preferred Stock" has the meaning set forth in the preamble hereto.

"Senior Preferred" has the meaning set forth in Section 1(a) hereof.

"Sterling Shareholders" has the meaning set forth in Section 5 hereof.

"Voting Stock" of any Person means shares of Capital Stock entitled (without regard to the occurrence of any contingency) to vote for the election of members of the board of directors or similar management body of such Person.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed by its duly authorized officer this 16th day of May, 2000.

WILMAR INDUSTRIES, INC.

By: ______________________

Name: WILLIAM E. SANFORD

Title: SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

EXECUTION COPY

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FILED
DEC 27 2000
State Treasurer
Roland Machold

CERTIFICATE OF MERGER

OF

USL HOLDINGS, LLC

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned *DO HEREBY CERTIFY*:

FIRST: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, is USL Holdings, LLC ("USL"), which is a limited liability company organized under the laws of the State of North Carolina.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: The number of outstanding equity interests of USL, all of which are owned by Wilmar, is 100 units.

FIFTH: The number of outstanding shares of Wilmar, which are both preferred stock and common stock, are as follows:

(a) 23,619,888 shares of preferred stock;
(b) 1,795,063 shares of common stock.

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SIXTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of New Jersey govern such effective date, shall be the 30 day of December, 2000.

Signed on December 22, 2000.

WILMAR INDUSTRIES, INC.

By: ______________
Name: WILLIAM SANFORD
Title: SR. V.P. + CFO

USL HOLDINGS, LLC

By: ______________
Name:
Title:

Doc#: NY4: 869743.1

EXHIBIT A

PLAN OF MERGER

FOR

USL HOLDINGS, LLC

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding equity interests of USL Holdings, LLC ("USL"), which is a limited liability company organized under the laws of the State of North Carolina.

3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge USL into the Corporation:

RESOLVED, that, pursuant to Section 14A:10-5.1 of the Business Corporation Act of the State of New Jersey, the Corporation and USL, which is a wholly-owned subsidiary of the Corporation, shall be merged on the following terms and conditions (the "Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. USL shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued equity interests of USL shall not be converted in any manner, but each said equity interest which is issued as of the Effective Time shall be surrendered and extinguished.

(d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law

Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) At the Effective Time, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of USL and the Corporation.

(h) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Plan of Merger of the Corporation and USL, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Plan of Merger to be filed with the Secretary of State of the State of New Jersey.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Plan of Merger with the Secretary of State of the State of New Jersey

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

Executed on December 22, 2000

WILMAR INDUSTRIES, INC.

By: ____________________
Name: WILLIAM SANFORD
Title: SR. V.P. & CFO

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FILED
DEC 27 2000
State Treasurer
Roland Machold

CERTIFICATE OF MERGER

OF

ACE MAINTENANCE MART USA, INC.

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned DO HEREBY CERTIFY:

FIRST: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, is Ace Maintenance Mart USA, Inc. ("Ace"), which is a business corporation incorporated under the laws of the State of California.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: The number of outstanding shares of Ace, all of which are common stock, is 1,000 shares.

FIFTH: The number of outstanding shares of Wilmar, which are both preferred stock and common stock, are as follows:

(a) 23,619,888 shares of preferred stock;
(b) 1,795,063 shares of common stock.

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SIXTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of New Jersey govern such effective date, shall be the 29 day of December, 2000.

Signed on December 22 2000.

WILMAR INDUSTRIES, INC.

By: ______________

Name: WILLIAM SANFORD

Title: SR. V.P. + CFO

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PLAN OF MERGER

FOR

ACE MAINTENANCE MART USA, INC.

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of Ace Maintenance Mart USA, Inc. ("Ace"), which is a business corporation incorporated under the laws of the State of California.

3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge Ace into the Corporation:

RESOLVED, that, pursuant to Section 14A:10-5.1 of the Business Corporation Act of the State of New Jersey, the Corporation and Ace, which is a wholly-owned subsidiary of the Corporation, shall be merged on the following terms and conditions (the "Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. Ace shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued shares of Ace shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.

(d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) At the Effective Time, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of Ace and the Corporation.

(h) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Plan of Merger of the Corporation and Ace, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Plan of Merger to be filed with the Secretary of State of the State of New Jersey.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Plan of Merger with the Secretary of State of the State of New Jersey

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

Executed on December 22, 2000

WILMAR INDUSTRIES, INC.

By: ______________________

Name: William Sanford

Title: SR. V.P. + CFO

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DEC 27 2000

State Treasurer
Roland Machold

CERTIFICATE OF MERGER

OF

J.A. SEXAUER, INC., TRAYCO OF S.C., INC., MANAGEMENT SUPPLY COMPANY, AND ONE SOURCE SUPPLY, INC.

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned DO HEREBY CERTIFY:

FIRST: The names of the foreign constituent corporations, which are being merged into the surviving constituent corporation, are as follows: J.A. Sexauer, Inc. ("Sexauer") and Trayco of S.C., Inc. ("Trayco"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: As to the following Subsidiaries, the number of outstanding shares, all of which are common shares and owned by Wilmar, is as follows:

a) Sexauer has 2,000 outstanding shares;
b) Trayco has 1,000 outstanding shares;
c) One Source has 100 outstanding shares.

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(b) One Source has 100 outstanding shares.

FIFTH: The number of outstanding shares of Management Supply, which are both preferred stock and two classes of common stock and are all owned by Wilmar, are as follows:

(a) 300,000 shares of preferred stock;
(b) 5,000 shares of Class A Voting Common Stock; and
(c) 45,000 shares of Class B Non-voting Common Stock.

SIXTH: The number of outstanding shares of Wilmar, which are both preferred stock and common stock, are as follows:

(a) 23,619,888 shares of preferred stock;
(b) 1,795,063 shares of common stock.

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SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of New Jersey govern such effective date, shall be the 27th day of December, 2000.

Signed on December 22, 2000.

WILMAR INDUSTRIES, INC.

By: ____________________
Name: William Sanford
Title: Senior V.P. and CFO

PLAN OF MERGER

FOR

J.A. SEXAUER, INC., TRAYCO OF S.C., INC.,
BARNETT INC., U.S. LOCK CORPORATION,
MANAGEMENT SUPPLY COMPANY, AND
ONE SOURCE SUPPLY, INC

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("U.S. Lock"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiaries into the Corporation:

RESOLVED, that, pursuant to Section 14A:10-5.1 of the Business Corporation Act of the State of New Jersey, the Corporation and the Subsidiaries, which is a wholly-owned subsidiary of the Corporation, shall be merged on the following terms and conditions (the "Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. The Subsidiaries shall be the merged corporations and their separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.

(d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) At the Effective Time, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of the Subsidiaries and the Corporation.

(h) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Plan of Merger of the Corporation and the Subsidiaries, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Plan of Merger to be filed with the Secretary of State of the State of New Jersey.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Plan of Merger with the Secretary of State of the State of New Jersey.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

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Executed on December 22, 2000

WILMAR INDUSTRIES, INC.

By: ______________________
Name: WILLIAM SANFORD
Title: SR. V.P. & CFO

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STATE TREASURER

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:9-2
of the Business Corporation Act
of the State of New Jersey

Wilmar Industries, Inc., a New Jersey corporation (the "Corporation"), does hereby certify as follows:

1. Article 1 of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"FIRST. The name of the corporation is INTERLINE BRANDS, INC."

2. Article 4, Section 1 of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"1. Designation. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 34,500,000; of which 7,500,000 shares, no par value per share, are to be of a class designated "Common Stock" (the "Common Stock") and 27,000,000 shares, par value $.01 per share, are to be of a class designated Senior Preferred Stock (the "Senior Preferred Stock").

The rights, preferences, privileges and restrictions granted to and imposed upon the Common Stock are set forth below in this ARTICLE FOURTH. The rights, preferences, privileges and restrictions granted to and imposed upon the Senior Preferred Stock are set forth in the attached Exhibit A."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the

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provisions of Sections 14A:6-7.1 and 14A5-6(2) of the Business Corporation Act of the State of New Jersey.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed in its corporate name this 21 day of June, 2001.

WILMAR INDUSTRIES, INC.

By: William Sibrecen
Name: William Sibrecen
Title: CEO

CoR

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JUL 18 2001

STATE TREASURER

New Jersey Department of the Treasury
Division of Commercial Recording

CERTIFICATE OF CORRECTION OF WILMAR INDUSTRIES, INC.
(NOW KNOWN AS INTERLINE BRANDS, INC.)
Corporation Number: 0100077767

(Pursuant to Title 14A:1-6 (5)
of the New Jersey Business Corporation Act)

The undersigned hereby submits for filing a Certificate of Correction executed on behalf of the above named Corporation, pursuant to the provisions of the appropriate Statute, referred to above, of the New Jersey Statutes.

1. The Certificate to be corrected is the Certificate of Merger of J.A. Sexauer, Inc., Trayco of S.C., Inc., Barnett Inc., U.S. Lock Corporation, Management Supply Company, and One Source Supply, Inc. into Wilmar Industries, Inc., filed as of December 27, 2000.
2. The inaccuracy in the Certificate is the omission of Barnett Inc. and U.S. Lock Corporation from the first page of the Certificate of Merger.
3. The Certificate of Correction hereby reads as follows:

See EXHIBIT A

WILMAR INDUSTRIES, INC.

By: ______________________

Name: William E. Sanford
Title: Senior Vice President
Date: June 11, 2001

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EXHIBIT A

CORRECTED FIRST PAGE
OF CERTIFICATE OF MERGER

EXECUTION COPY

CERTIFICATE OF MERGER

OF

J.A. SEXAUER, INC., TRAYCO OF S.C., INC.,
BARNETT INC., U.S. LOCK CORPORATION,
MANAGEMENT SUPPLY COMPANY, AND
ONE SOURCE SUPPLY, INC.

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned DO HEREBY CERTIFY:

FIRST: The names of the foreign constituent corporations, which are being merged into the surviving constituent corporation, are as follows: J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("U.S. Lock"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: As to the following Subsidiaries, the number of outstanding shares, all of which are common shares and owned by Wilmar, is as follows:

(a) Sexauer has 2,000 outstanding shares;
(b) Trayco has 1,000 outstanding shares;
(c) Barnett has 100 outstanding shares;
(d) U.S. Lock has 1,000 outstanding shares; and

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State Treasurer

C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: Interline Brands, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 7th day of May, 2003:

Resolved, that Article 1 of Exhibit A of the Certificate of Incorporation be amended to add the following sentence immediately after the final sentence of Section 4(c) thereof:

"Notwithstanding the foregoing, for so long as any of the Corporation's 11 ½ % senior subordinated notes (the "Senior Subordinated Notes") to be issued under an Indenture to be entered into by the Corporation, Wilmar Holdings, Inc., Wilmar Financial, Inc., Glenwood Acquisition LLC and the Bank of New York, as trustee (as supplemented or amended the "Indenture"), remain outstanding until the first anniversary of the Stated Maturity (as defined in the Indenture) of the Senior Subordinated Notes (the "Senior Subordinated Notes Period"), no event described in Section 4(a), 4(c)(i) or 4 (c)(ii) above shall be deemed to be a voluntary or involuntary liquidation, winding up, a dissolution or other "Liquidation Event" entitling holders of the Senior Preferred to any amounts under Section 4(a) or 4(b) above, unless such event shall also constitute a "Change in Control" as defined in the Indenture. Furthermore, during the Senior Subordinated Notes Period, holders of the Senior Preferred shall not be entitled to any amounts under Section 4(a) or 4(b) above on account of an event described in Section 4(a), 4(c)(i) or 4(c)(ii) above occurring and such Sections shall not be operative, unless and until all covenants and other terms of the Senior Subordinated Notes and the Indenture have first been fully complied with, including without limitation the making of a "Change of Control Offer" as defined in the Indenture and the purchase of any Senior Subordinated Notes tendered pursuant to such offer."

3. The number of shares outstanding at the time of the adoption of the amendment was:
Common Stock, no par value ("Common Stock"): 5,385,189
Senior Preferred Stock, par value $.01 per share ("Senior Preferred Stock"): 23,619,888

The total number of shares entitled to vote thereon was:
Common Stock: 5,385,189
Senior Preferred Stock: 23,619,888

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If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

Senior Preferred Stock: 23,619,888

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting For Amendment		Number of Shares Voting Against Amendment	
Common:	3,972,033	Common:	0
Senior Preferred:	*16,729,155*	Senior Preferred:	0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be affected. (Omit if not applicable).

N/A

6. Other provisions: (Omit if not applicable).

N/A

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BY:

Name: William H. Sanford
Title: Executive Vice President

Dated this 22 day of May, 2003

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

MRG

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New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. *Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met.* This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): X Merger ___ Consolidation
2. Name of Surviving Business Entity: Interline Brands, Inc. (A New Jersey Corporation)
3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (If applicable)
Interline Brands, Inc.	Delaware	
Interline Brands, Inc.	New Jersey	0100077767
Interline Subsidiary, Inc.	New Jersey	0100930496

4. Date Merger/Consolidation adopted: November 24, 2004

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Interline Brands, Inc. (A Delaware Corporation) Outstanding Shares 100
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
100 shares of common stock, par value $.01 per share

Voting For 100 Voting Against 0 ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) X

-b Corp. Name Interline Brands, Inc. (A New Jersey Corporation) Outstanding Shares 28,999,297
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
5,399,649 shares of common stock, par value $.01 per share
23,599,648 shares of senior preferred stock, par value $.01 per share

Voting For Common stock: 3,897,099 Senior preferred stock: 16,605,934 Voting Against 0 ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ___

-c Corp. Name Interline Subsidiary, Inc. (A New Jersey Corporation) Outstanding Shares 1
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
1 share of common stock, par value $.01 per share

Voting For 1 Voting Against 0 ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) X

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

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Certificate of Merger/Consolidation
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Page 2

7. *Effective Date (see inst.):* December 21, 2004

Signature	Name	Title	Date
[signature]	Michael J. Grebe	President and CEO, Interline Brands, Inc. (A Delaware Corporation)	12/16/04
[signature]	Michael J. Grebe	President and CEO, Interline Brands, Inc. (A New Jersey Corporation)	12/16/04
[signature]	Michael J. Grebe	President and CEO, Interline Subsidiary, Inc. (A New Jersey Corporation)	12/16/04

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

ANNEX 1

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated as of December 10, 2004 (this "Agreement"), by and among Interline Brands, Inc., a New Jersey corporation ("Interline NJ"), Interline Brands, Inc., a Delaware corporation ("Holdco"), and Interline Subsidiary, Inc., a New Jersey corporation ("Subco").

WHEREAS, as of the date hereof, Holdco is a direct wholly-owned subsidiary of Interline NJ and Subco is a direct wholly-owned subsidiary of Holdco;

WHEREAS, Interline NJ and Subco desire to engage in a transaction consisting of the merger of Interline NJ with and into Subco with Interline NJ as the surviving corporation (the "Merger"), pursuant to the terms and conditions of this Agreement and in accordance with Section 14A:10-1 of the New Jersey Business Corporation Act, as amended (the "NJBCA");

WHEREAS, the respective boards of directors of Interline NJ, Holdco and Subco have determined that the Merger, structured in the manner contemplated herein, is desirable and in the best interests of their respective shareholders and, by resolutions duly adopted, have approved and adopted this Agreement;

WHEREAS, Interline NJ has formed Holdco in connection with the initial public offering (the "IPO") of shares of common stock of Holdco, par value $0.01 per share (the "Holdco Common"), in order to have a Delaware holding company issuer for the IPO;

WHEREAS, Holdco, the sole shareholder of Subco, and Interline NJ, the sole shareholder of Holdco, have each adopted and approved this Agreement in accordance with Section 14A:10-3 of the NJBCA;

WHEREAS, for U.S. federal income tax purposes the parties intend that, so long as former shareholders of Interline NJ exchange an amount of stock in Interline NJ which constitutes "control" of Interline NJ (within the meaning of Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code")), the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and the rules and regulations promulgated thereunder (the "Regulations"); that this Agreement constitutes a plan of reorganization within the meaning of Regulation Section 1.368-2(g); and the Merger will be treated as part of a transaction that qualifies under Section 351 of the Code and the Regulations thereunder; and

WHEREAS, Interline NJ, Holdco and Subco desire to make certain representations, warranties, covenants and agreements, each to the other, in connection with the Merger and also to prescribe various conditions to the Merger.

NOW, THEREFORE, in consideration of the premises and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

THE MERGER

1.1 The Merger. Subject to the terms and conditions hereof, Interline NJ shall merge with and into Subco as soon as practicable following the satisfaction or waiver of the conditions set forth in Section 4.1 hereof. Interline NJ shall be the surviving corporation in the Merger (the "Surviving Corporation"), and, at the Effective Time (as defined in Section 1.2), the separate existence of Subco shall cease. The corporate existence of Interline NJ, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation it shall succeed to all rights, assets, liabilities and obligations of Subco as and to the extent provided in Section 14A:10-6 of the NJBCA.

1.2 Effective Time. The Merger shall become effective (the "Effective Time") upon the filing by Interline NJ of a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of New Jersey, or such later time as may be set forth in the Certificate of Merger, pursuant to Sections 14A:1-6 and 14A:10-4.1(2) of the NJBCA.

1.3 Certificate of Incorporation. The Certificate of Incorporation of Interline NJ, as amended and restated at the Effective Time to read in its entirety as set forth on Exhibit A, shall be the Second Amended and Restated Certificate of Incorporation of the Surviving Corporation (the "Restated Charter"), until duly amended or repealed in accordance with the provisions thereof and of applicable law.

1.4 By-Laws. The Bylaws of Interline NJ, as amended and restated in its entirety at the Effective Time, shall be the Second Amended and Restated By-laws of the Surviving Corporation (the "Restated By-Laws") until duly amended or repealed in accordance with the provisions thereof and of applicable law.

1.5 Officers and Directors. At the Effective Time, the directors and officers of Interline NJ immediately prior to the Effective Time shall be and constitute the directors and officers of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Restated Charter and By-Laws.

ARTICLE II

CONVERSION OF SECURITIES

2.1 Effect of the Merger on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Interline NJ, Holdco, Subco, or the holder of any shares of capital stock of Interline NJ, Holdco or Subco:

(a) Conversion of Subco Capital Stock. Each share of common stock, without par value, of Subco (the "Subco Common") issued and outstanding immediately prior to the Effective Time shall be converted into and become the right to receive (i) one hundred (100) shares of common stock, without par value, of the Surviving Corporation and (ii) one share of Senior Preferred Stock, par value $0.01 per share, of the Surviving Corporation, each of which shall be fully paid and non-assessable.

(b) Cancellation of Holdco Stock. Each share of stock of Holdco owned by Interline NJ immediately prior to the Effective Time shall be automatically cancelled and shall cease to exist without being converted into any stock or other consideration whatsoever.

(c) Cancellation of Interline NJ Treasury Stock. Each share of stock of Interline NJ owned by Interline NJ immediately prior to the Effective Time shall be automatically cancelled and shall cease to exist without being converted into any stock or other consideration whatsoever.

(d) Effect of Merger on Common Stock and Preferred Stock of Interline NJ. Each share of common stock, without par value, of Interline NJ (the "Interline NJ Common") and each share of Senior Preferred Stock, par value $0.01 per share, of Interline NJ, (the "Interline NJ Preferred") issued and outstanding immediately prior to the Effective Time, shall be converted into the following (the "Merger Consideration"):

(i) Interline Common Stock. Each issued and outstanding share of Interline NJ Common shall be converted into the right to receive that number of newly issued, fully paid and non-assessable shares of Holdco Common equal to the Common Stock Equity Consideration Per Share without interest, subject to the fractional share provisions in Section 2.2(c). Each share of Interline NJ Common that has been converted into the right to receive shares of Holdco Common as provided in this subsection 2.1(d)(i) shall be canceled in accordance with Section 2.2 and shall cease to exist, and the holder of certificates which immediately prior to the Effective Time represented those shares (the "Interline NJ Common Certificates") shall cease to have any rights with respect to those shares, other than the right to receive certificates representing shares of Holdco Stock ("Holdco Certificates") upon surrender of the Interline NJ Common Certificates in accordance with Section 2.2.

(ii) Interline Preferred Stock. Each issued and outstanding share of Interline NJ Preferred shall be converted into the right to receive (a) cash in an amount equal to the Preferred Stock Cash Consideration Per Share without interest and (b) that number of shares of Holdco Common equal to the Preferred Stock Equity Consideration Per Share, subject to the fractional share provisions in Section 2.2(c). Each share of Interline NJ Preferred that has been converted into the right to receive shares of Holdco Common and cash as provided in this subsection 2.1(d)(ii) shall be cancelled in accordance with Section 2.2 and shall cease to exist, and the holder of certificates which immediately prior to the Effective Time represented those shares (the "Interline NJ Preferred Certificates") shall cease to have any rights with respect to those shares, other than the right to receive Holdco Certificates and the Preferred Stock Cash Consideration Per Share upon surrender of the Interline NJ Preferred Certificates in accordance with Section 2.2.

(iii) Interline Options. Upon the consummation of the Merger, each option to purchase shares of Interline Common outstanding immediately prior to the Effective Time (each, an "Interline NJ Option" and collectively, the "Interline NJ Options") shall by virtue of Section 5 of the Wilmar Industries, Inc. 2000 Stock Award Plan (the "Stock Plan") pursuant to which it was granted, and without any action by the holder of each such Interline NJ Option, be adjusted and deemed to be an option (each, an "Exchange Option") such that the holder of the Exchange Option shall have an option to purchase that number of shares of Holdco Common equal to the number of shares of Interline NJ Common underlying such Interline NJ Option multiplied by the Common Stock Equity Consideration Per Share. Each Exchange Option shall have an exercise price equal to the exercise price of the corresponding Interline NJ Option prior to such adjustment divided by the Common Stock Equity Consideration Per Share. The Exchange Options shall be administered by the board of directors of Holdco or such committee thereof as shall be designated from time to time by such board, and shall continue to be subject to the other terms and conditions to which the corresponding Interline NJ Option was subject immediately prior to the Effective Time. For the avoidance of doubt, other than as provided in this paragraph, the Exchange Option will be governed by the Stock Plan and the award agreement entered into thereunder. In connection with the issuance of the Exchange Options, Holdco shall reserve for issuance the number of shares of Holdco Common that will become subject to the Exchange Options pursuant to this Section 2.1(b)(iii).

For purposes of this Section 2:

"*Common Stock Equity Consideration Per Share*" means the Common Stock Equity Consideration Share Number divided by the Interline NJ Common Share Number.

"*Common Stock Equity Consideration Share Number*" means an amount equal to the greater of (a) the Total Existing Equity Value less the Preferred Stock Equity Consideration Value and (b) the Total Existing Common Minimum Equity Consideration Amount, in each case divided by the IPO Price Per Share.

"*Existing Common Minimum Equity Consideration*" means $1,000,000.

"*Existing Holdco Common Share Number*" means the aggregate number of shares of Holdco Common to be outstanding immediately after the IPO, less the number of shares of Holdco Common to be issued in the IPO, in each case as set forth in the Prospectus.

"*Interline NJ Common Share Number*" means the aggregate number of shares of Interline NJ Common issued and outstanding immediately prior to the Effective Time plus the aggregate number of shares of Interline NJ Common issuable upon exercise of the Interline NJ Warrants issued and outstanding immediately prior to the Effective Time.

"*Interline NJ Warrant*" means each outstanding warrant to purchase shares of Interline NJ Common pursuant to the Warrant Agreement between Wilmar Industries, Inc. (a predecessor-in-interest to Interline NJ) and Fleet Corporate Finance, Inc. and Allied Capital Corporation, dated as of May 16, 2000, as amended September 29, 2000.

"*IPO Price Per Share*" means the price to the public of each share of Holdco Common to be issued and sold in connection with the IPO, as set forth in the Prospectus.

"*Preferred Stock Cash Consideration Per Share*" means an amount, calculated as to each share of Interline NJ Preferred, equal to the Preferred Stock Cash Consideration multiplied by a fraction, the numerator of which is (a) the Liquidation Value per share of Interline NJ Preferred of $10, plus an amount equal to all accrued and unpaid dividends thereon as of the Effective Time, and denominator of which is (b) the Preferred Stock Liquidation Value.

"*Preferred Stock Cash Consideration*" means an amount equal to (a) $55,000,000 (or such lesser amount as may be authorized by resolution of the Board of Directors adopted prior to the Effective Time based upon the advice of the underwriters in the IPO regarding market conditions) plus (b) an amount equal to the excess of the price to the public of shares in the IPO over $200,600,000 (or such lesser amount as may be authorized by resolution of the Board of Directors adopted prior to the Effective Time based upon the advice of the underwriters in the IPO regarding market conditions) (after deducting underwriters' discounts and commissions on such excess amount); provided, that that in no event shall the Preferred Stock Cash Consideration be less than $25,000,000.

"*Preferred Stock Equity Consideration Per Share*" means an amount, calculated as to each share of Interline NJ Preferred, equal to the Preferred Stock Equity Consideration Share Number multiplied by a fraction, the numerator of which is (a) the Liquidation Value per share of Interline NJ Preferred of $10, plus an amount equal to all accrued and unpaid dividends thereon as of the Effective Time, and denominator of which is (b) the Preferred Stock Liquidation Value.

"*Preferred Stock Equity Consideration Value*" means the Preferred Stock Equity Consideration Share Number multiplied by the IPO Price Per Share.

"*Preferred Stock Equity Consideration Share Number*" means an amount equal to the lesser of (a) the Preferred Stock Liquidation Value less the Preferred Stock Cash

Consideration and (b) Total Existing Equity Value less the Existing Common Minimum Equity Consideration, in each case divided by the IPO Price Per Share.

"*Preferred Stock Liquidation Value*" means the aggregate Liquidation Value (as defined in the Certificate of Incorporation of Interline NJ) plus an amount equal to all accumulated and unpaid dividends on the Interline NJ Preferred as of the Effective Time.

"*Prospectus*" means the prospectus relating to the IPO containing the IPO Price Per Share.

"*Total Existing Equity Value*" means the IPO Price Per Share multiplied by the Existing Holdco Common Share Number.

2.2 Exchange Procedures.

(a) Prior to or promptly after the Effective Time, Interline NJ shall cause to be mailed or otherwise delivered to each holder of record of an Interline NJ Common Certificate or an Interline NJ Preferred Certificate immediately prior to the Effective Time (the "Certificates"), (i) a letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon delivery of the Certificates to Holdco (or such exchange agent as shall be designated thereby, hereinafter the "Exchange Agent") and shall be in a form and have other such provisions as Holdco may reasonably specify and (ii) instructions for use in effecting the surrender of the Certificates for cancellation in exchange for the Merger Consideration. Upon surrender of a Certificate for cancellation to Holdco or the Exchange Agent together with such letter of transmittal, duly executed, and such other documents as may reasonably be required by Holdco or the Exchange Agent, the holder of such Certificate shall be entitled to receive in exchange therefor, and Holdco or the Exchange Agent shall promptly deliver, the Merger Consideration for each share of Interline NJ stock formerly evidenced by such Certificate, and such Certificate shall thereupon be cancelled.

(b) If payment of the Merger Consideration is to be made to a person other than the person in whose name the surrendered Certificate is registered on the stock transfer books of Interline NJ, it shall be a condition of payment to the holder of a Certificate that it be endorsed properly or otherwise be in proper form for transfer and that the person requesting such payment shall have paid all transfer and other taxes required by reason of the payment of the Merger Consideration to a person other than the registered holder or shall have established to the satisfaction of Holdco that such taxes are not applicable. Until surrendered as contemplated by this Section 2.2(a), each Certificate shall be deemed at any time after the Effective Time to represent only the right to receive upon such surrender the Merger Consideration, without interest, into which the shares theretofore represented by such Certificate shall have been converted pursuant to Article II of this Agreement.

(c) Delivery of Merger Consideration to Interline NJ Shareholders Without Certificates. Promptly after the Effective Time, Holdco or the

Exchange Agent shall cause the Merger Consideration to be mailed or otherwise delivered to each holder of record of Interline NJ stock who, as of the Effective Time, had not yet been issued a Certificate representing such Interline NJ stock.

(d) No Fractional Shares. No certificates or script representing fractional shares of Holdco Common shall be issued as a result of any conversion provided for in this Article II. All fractional shares shall be rounded to the nearest whole number, with 0.5 rounded up. If more than one Certificate shall be surrendered for the account of the same holder, the number of shares of Interline NJ for which Certificates have been surrendered shall be computed on the basis of the aggregate number of shares (on an as-converted to Holdco Common basis) represented by the Certificates so surrendered. No cash shall be paid in lieu of fractional shares.

(e) Withholding. Interline NJ, the Surviving Corporation and Holdco shall be entitled to deduct and withhold from any Merger Consideration payable under this Agreement such amounts as may be required to be deducted or withheld therefrom under any applicable federal, state, local or foreign tax laws. To the extent such amounts are so deducted and withheld, such amounts shall be treated for all purposes under this Agreement as having been paid to the person in respect of which such deduction and withholding was made.

2.3 No Appraisal Rights. No appraisal rights shall be available to the holders of Interline Common or Interline Preferred in connection with the Merger.

2.4 Tax Treatment. Each of the parties hereto agrees that it shall take such action, and refrain from taking any action, as may be necessary to cause the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Code and the Regulations thereunder so long as former shareholders of Interline NJ exchange an amount of stock in Interline NJ which constitutes control of Interline NJ (within the meaning of Section 368(a)(2)(E) of the Code); shall take such action, and refrain from taking any action, as may be necessary to cause the Merger to be treated as part of a transaction under Section 351 of the Code and the Regulations thereunder; and shall not take any position inconsistent therewith for U.S. federal income tax purposes, unless required to do so by a change in law or final determination in proper proceedings.

ARTICLE III

REPRESENTATIONS AND WARRANTIES

3.1 Representations and Warranties of Interline NJ. Interline NJ hereby represents and warrants to Holdco and Subco that Interline NJ (i) is a corporation duly incorporated, validly existing and in good standing under the laws of the State of New Jersey; (ii) has obtained the approval of its Board of Directors to execute and deliver this Agreement and to consummate the transactions contemplated hereby, including to effect the Merger; (iii) subject only to the adoption of this Agreement by the Requisite Shareholder Vote (as defined in Section 4.1(a) below), has full corporate power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby; (iv) has adopted and approved this Agreement in accordance with the NJBCA; (v) the execution of this Agreement and the consummation of the transactions contemplated hereby do not violate any provisions of its organizational documents or any agreements or instruments to which it is a party, except as could not be reasonably expected to materially impair or delay its ability to consummate the transactions contemplated hereby; and (vi) this Agreement has been duly and validly executed and delivered by Interline NJ and constitutes a legal, valid and binding agreement of Interline NJ, enforceable against Interline NJ in accordance with its terms (except as enforceability may be limited by bankruptcy, insolvency, moratorium or other similar laws affecting creditors' rights generally or by the principles governing the availability of equitable remedies (the "Enforceability Exceptions")).

3.2 Representations and Warranties of Holdco. Holdco hereby represents and warrants to Interline NJ and Subco as follows:

(a) Holdco (i) is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware; (ii) has full corporate power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby; (iii) has adopted and approved this Agreement in accordance with the Delaware General Corporation Law, (iv) the execution of this Agreement and the consummation of the transactions contemplated hereby do not violate any provisions of its organizational documents or any agreements or instruments to which it is a party, except as could not be reasonably expected to materially impair or delay its ability to consummate the transactions contemplated hereby; and (v) this Agreement has been duly and validly executed and delivered by Holdco and constitutes a legal, valid and binding agreement of Holdco enforceable against Holdco in accordance with its terms (except as enforceability may be limited by the Enforceability Exceptions).

(b) As of the Effective Time, the authorized capital stock of Holdco will consist of 100,000,000 shares of Holdco Common and 20,000,000 shares of preferred stock of Holdco, par value $0.01 per share. Upon consummation of the Merger, each share of Holdco Common issued as part of the Merger Consideration will be duly authorized, validly issued, fully paid and non-assessable, and each share of Holdco Common to be issued upon exercise of the Exchange Options will be duly authorized, validly issued, fully paid and non-assessable when issued.

3.3 Representations and Warranties of Subco. Subco hereby represents and warrants to Interline NJ and Holdco as follows:

(a) Subco (i) is a corporation duly incorporated, validly existing and in good standing under the laws of the State of New Jersey; (ii) has obtained the approval of its Board of Directors and Holdco, its sole shareholder, to execute and deliver this Agreement and to consummate the transactions contemplated hereby, including to effect the Merger; (iii) has full corporate power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby; (iv) has adopted and approved this Agreement in accordance with the NJBCA; (v) the execution of this Agreement and the consummation of the transactions contemplated hereby do not violate any provisions of its organizational documents or any agreements or instruments to which it is a party, except as could not be reasonably expected to materially impair or delay its ability to consummate the transactions contemplated hereby; and (vi) this Agreement has been duly and validly executed and delivered by Subco and constitutes a legal, valid and binding agreement of Subco enforceable against Subco in accordance with its terms (except as enforceability may be limited by the Enforceability Exceptions).

(b) As of the date of this Agreement and the Effective Time, the authorized capital stock of Subco consists solely of one share of Subco Common, which share is issued and outstanding and is held by Holdco. Such issued and outstanding share of Subco has been duly authorized and validly issued and is fully paid and non-assessable.

(c) Subco has been formed solely for the purpose of effectuating the Merger, and has never held any assets or had any liabilities, and has never been engaged in any trade or business, or investment activities.

ARTICLE IV

CONDITIONS, AMENDMENT AND TERMINATION

4.1 Conditions to Effect the Merger. The obligations of the parties hereto to consummate the transactions contemplated hereby, including to effect the Merger, shall be subject to the fulfillment or waiver at or prior to the Effective Time of the following conditions:

(a) In accordance with Section 14A:10-3 of the NJBCA, this Agreement shall have been approved by the Requisite Shareholder Vote of Interline NJ. The "Requisite Shareholder Vote" means the adoption of this Agreement by (i) the shareholders of Interline NJ holding at least sixty percent (60%) of the Interline NJ Common entitled to vote thereon, (ii) the shareholders of Interline holding at least sixty percent (60%) of the outstanding shares of Interline NJ Preferred entitled to vote thereon and (iii) a majority of shareholders of Interline NJ entitled to vote thereon.

(b) The representations and warranties contained in Article III hereof shall be true and correct in all material respects on and as of the Effective Time as if made on and as of such date.

4.2 Amendments. At any time prior to the Effective Time, this Agreement may be amended, modified or supplemented by the parties hereto, so long as (a) no amendment that requires shareholder approval under applicable laws shall be made without such required approval and (b) such amendment, modification or supplement has been duly approved by the board of directors of each of the parties hereto.

4.3 Waiver. At any time prior to the Effective Time, the parties hereto by action taken by their respective boards of directors may (a) waive any inaccuracies in the representations and warranties contained herein or in any document delivered pursuant hereto and (b) waive compliance with any of the agreements or conditions contained herein; provided, however, that the parties may not waive compliance with the conditions set forth in Section 4.1(a) hereof. Any agreement on the part of a party hereto to any such extension or waiver shall be valid only if set forth in an instrument in writing signed on behalf of such party.

4.4 Termination. This Agreement may be terminated at any time prior to the Effective Time, notwithstanding the approval by the shareholders of any or all of Interline NJ, Holdco or Subco, (a) by mutual consent of the respective boards of directors of Interline NJ, Holdco and Subco or (b) by any of Interline NJ, Holdco or Subco if the Merger shall not have been consummated on or before January 31, 2005 (or such later date as may be agreed to by Interline NJ, Holdco and Subco in writing). In the event of the termination of this Agreement in accordance with the previous sentence, this Agreement shall thereafter become void and have no effect and no party hereto shall have any liability to the other parties hereto or its shareholders or directors or officers in respect thereof.

ARTICLE V

MISCELLANEOUS PROVISIONS

5.1 Non-Survival of Representations and Warranties. All representations and warranties in this Agreement or in any instrument delivered pursuant to this Agreement shall not survive the Effective Time.

5.2 Further Assurances. Each of the parties agrees to execute such documents and instruments and to take whatever action may be necessary or desirable to consummate the transactions contemplated hereby, including to effect the Merger.

5.3 Governing Law. This Agreement shall be construed under and in accordance with the laws of the State of New Jersey applicable to contracts to be fully performed in such State, without giving effect to choice of law principles.

5.4 Binding Effect; Successors and Assigns. This Agreement may not be assigned by any party without the written consent of each of the other parties hereto. This Agreement shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

5.5 No Other Agreement or Understandings. This Agreement embodies all of the agreements and understanding in relation to the subject matter of this Agreement, and no covenants, understandings or agreements in relation to this Agreement exist among the parties, except as expressly set forth in this Agreement.

5.6 No Third Party Benefit. Nothing expressed or implied in this Agreement shall be construed to confer upon or give to any person, firm or limited liability company, other than a party to this Agreement, any rights or remedies under or by reason of this Agreement.

5.7 Severability. If any one or more of the provisions contained herein, or the application thereof in any circumstance, is held invalid, illegal or unenforceable in any respect for any reason, the validity, legality and enforceability of any such provision in every other respect and of the remaining provisions hereof shall not be in any way impaired, unless the provisions held invalid, illegal or unenforceable shall substantially impair the benefits of the remaining provisions hereof.

5.8 Rules of Construction. Unless the context otherwise requires, references to sections or subsections refer to sections or subsections of this Agreement. Any ambiguities or interpretations of the provisions of this Agreement shall be made in good faith by the Board of Directors of Holdco, and shall be binding and determinative on all parties.

5.9 Counterparts . This Agreement may be executed in separate counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts when taken together shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Interline NJ, Holdco and Subco have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the day first written above.

Interline Brands, Inc., a New Jersey Corporation:

INTERLINE BRANDS, INC.

By: ______________________
Name: William E. Sanford
Title: Executive Vice President and Chief Operating Officer

Interline Brands, Inc., a Delaware Corporation:

INTERLINE BRANDS, INC.

By: ______________________
Name: William E. Sanford
Title: Executive Vice President and Chief Operating Officer

Interline Subsidiary, Inc., a New Jersey Corporation

INTERLINE SUBSIDIARY, INC.

By: ______________________
Name: William E. Sanford
Title: Executive Vice President and Chief Operating Officer

EXHIBIT A

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF INTERLINE BRANDS, INC.

FIRST. The name of the corporation is INTERLINE BRANDS, INC. (the "Corporation").

SECOND. The registered office of the Corporation in the State of New Jersey is located at 14 Scenic Drive Dayton, NJ 08810, and the name of its registered agent at such address is National Corporate Research, Ltd. The names and addresses of the current members of the Board of Directors of the Corporation (the "Board") are set forth on Schedule A attached hereto.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act.

FOURTH.

1. Designation. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 101; of which 100 shares, no par value per share, are to be of a class designated "Common Stock" (the "Common Stock") and one share, par value $0.01 per share, is to be of a class designated Senior Preferred Stock (the "Senior Preferred Stock").

The rights, preferences, privileges and restrictions granted to and imposed upon the Common Stock are set forth below in this ARTICLE FOURTH. The rights, preferences, privileges and restrictions granted to and imposed upon the Senior Preferred Stock are set forth in the attached Attachment A.

2. Dividends on Common Stock. Dividends shall be paid on the Common Stock when, as and if declared by the Board.

3. Voting Power. Except as otherwise expressly provided herein, or as required by law, each holder of Common Stock shall be entitled to vote on all matters and shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

4. Other Rights Reserved to Common Stock. Except for and subject to those rights expressly granted to the holder of the Senior Preferred Stock, or except as may be provided by the laws of the State of New Jersey, the holders of Common Stock shall have exclusively all other rights of stockholders.

FIFTH.

1. Election of Directors. Members of the Board may be elected either by written ballot or by voice vote.

2. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (c) for any transaction from which the director derived any improper personal benefits.

Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

3. Indemnification.

(a) To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or, at the request of the Corporation, is or was serving as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Persons who are not directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board at any time specifies that such persons are entitled to the benefits of this Section 3 of this ARTICLE FIFTH.

(b) The Corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the laws of the State of New Jersey, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

(c) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 of this ARTICLE FIFTH shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, this Certificate of Incorporation, the By-laws of the Corporation, as amended (the "By-laws"), any agreement, any vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(d) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 of this ARTICLE FIFTH shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

(e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 3 of this ARTICLE FIFTH, the By-laws or under the laws of the State of New Jersey or any other provision of law.

(f) The provisions of this Section 3 of this ARTICLE FIFTH shall be a contract between the Corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Section 3 of this ARTICLE FIFTH is in effect and any other person entitled to indemnification hereunder, on the other hand, pursuant to which the Corporation and each such director, officer, or other person intend to be, and shall be, legally bound. No repeal or modification of this Section 3 of this ARTICLE FIFTH shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(g) The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 3 of this ARTICLE FIFTH shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

(h) Any director or officer of the Corporation serving in any capacity of (i) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (ii) any employee benefit plan of the Corporation or any corporation referred to in clause (i) shall be deemed to be doing so at the request of the Corporation.

(i) Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Section 3 of this ARTICLE FIFTH may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

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IN WITNESS WHEREOF, the undersigned Corporation has caused this Certificate of Incorporation to be executed in its name by the undersigned as of this 10th day of December, 2004.

INTERLINE BRANDS, INC.

By: ______________________

Name: Laurence W. Howard III
Title: VP General Counsel & Secretary

Doc #:NY6:753006.7

SCHEDULE A

Board of Directors

Name:	Address:
Michael J. Grebe	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Gideon Argov	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Christopher Behrens	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Barry Goldstein	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Ernest K. Jacquet	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
John J. Gavin	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Stephen V. McKenna	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Charles W. Santoro	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204
Drew T. Sawyer	c/o Interline Brands, Inc. 801 W. Bay Street Jacksonville, Florida 32204

ATTACHMENT A

INTERLINE BRANDS, INC.

CERTIFICATE OF DESIGNATION OF
SENIOR PREFERRED STOCK,
SETTING FORTH THE POWERS, PREFERENCES, RIGHTS,
QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS OF
SUCH SERIES OF PREFERRED STOCK

INTERLINE BRANDS, INC., a New Jersey corporation (the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation (the "Board of Directors") by the Second Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), and pursuant to the provisions of Chapter 7 of the New Jersey Business Corporation Act, the Board of Directors, by unanimous written consent in lieu of meeting, adopted the following resolution creating one series of preferred stock, which resolution is as follows:

WHEREAS, the Board of Directors is authorized, within the limitations and restrictions stated in the Certificate of Incorporation, to provide by resolution or resolutions for the issuance of one share of preferred stock, par value $0.01, of the Corporation (the "Preferred Stock"), with such voting powers, full or limited, or without voting powers, and such other rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are stated and expressed in the Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the New Jersey Business Corporation Act; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to authorize and fix the terms of one series of Preferred Stock and the number of shares constituting such series.

NOW, THEREFORE, BE IT RESOLVED:

ARTICLE I.

Senior Preferred Stock

1. Designation and Number of Shares.

(a) There shall be hereby established a series of Preferred Stock designated as "Senior Preferred Stock" (the "Senior Preferred"), to consist of one share, par value $0.01 per share.

(b) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Article II below.

2. Rank. The Senior Preferred shall, with respect to dividend distributions, redemptions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, whether voluntary or involuntary, rank senior to (a) all classes of common stock of the Corporation (including, without limitation, the common stock, no par value per share, of the Corporation (the "Common Stock")), and (b) each other class or series of Capital Stock of the Corporation hereafter created, each of which shall expressly provide that it ranks junior to the Senior Preferred with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation (such Capital Stock, together with the Common Stock, the "Junior Stock").

3. Dividends.

(a) Beginning on the date of issuance of the Senior Preferred, the holder of the outstanding share of Senior Preferred shall be entitled to receive dividends payable in cash on such share of Senior Preferred (subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or similar event involving the Senior Preferred) at an annual rate equal to 14%. All dividends with respect to such share of Senior Preferred shall (i) begin to accrue on a daily basis, (ii) be cumulative, whether or not earned or declared, (iii) be compounded quarterly from the date of issuance of such share and (iv) shall be payable when declared by the Board of Directors.

(b) All dividends accrued with respect to the share of Senior Preferred pursuant to Section 3(a) shall be payable prior to the payment of any dividend on shares of any Junior Stock. No dividend may be paid on any securities of the Corporation ranking *pari passu* with the Senior Preferred unless such dividend is paid to the holder of the Senior Preferred also.

(c) Dividends accrued on the Senior Preferred for any period less than a year shall be computed on the basis of a 365 or 366-day year and the actual number of days elapsed in the period for which accruable.

4. Liquidation.

(a) In the event of any voluntary or involuntary liquidation, winding up or dissolution of the Corporation, the holder of the share of Senior Preferred then outstanding shall be entitled to be paid for such share held, out of the assets of the Corporation legally available for distribution to its stockholders, an amount in cash equal to the sum of the Liquidation Value plus an amount in cash equal to all accumulated and unpaid dividends thereon to the date of such liquidation, winding up or dissolution, whether or not declared, before any payment shall be made or any assets distributed to the holders of any shares of Junior Stock. *Except as provided in the preceding sentence*, the holder of the Senior Preferred shall not be entitled to any distribution in the event of any liquidation, winding up or dissolution of the Corporation.

(b) Not less than thirty (30) days prior to the payment date stated therein, the Corporation shall mail written notice of any such liquidation, winding up or dissolution to the record holder of the Senior Preferred, setting forth in reasonable detail, to the extent known, the amount of proceeds to be paid with respect to such share of Senior Preferred and the Junior Stock in connection with such liquidation, winding up or dissolution.

(c) For the purposes of this Section 4, any transaction or series of transactions (as a result of a tender offer, merger, consolidation or otherwise) that results in, or that is in connection with, (i) any Person or "group" (within the meaning of Section 13(d)(3) of the Exchange Act) acquiring "beneficial ownership" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 51% or more of the then issued and outstanding shares of Common Stock, without giving effect to the issuance of shares under any security convertible into, exchangeable for or evidencing the right to purchase or otherwise receive any shares of Common Stock or (ii) the sale, lease, exchange, conveyance, transfer or other disposition (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation to any Person or "group" (within the meaning of Section 13(d)(3) of the Exchange Act), shall be deemed to be a liquidation of the Corporation under Section 4(a) (which transaction or series of transactions shall be referred to herein as a "Liquidation Event"). Notwithstanding the foregoing, for so long as any of the Corporation's 11 ½ % senior subordinated notes (the "Senior Subordinated Notes") issued under an Indenture entered into by the Corporation, Wilmar Holdings, Inc., Wilmar Financial, Inc., Glenwood Acquisition LLC and the Bank of New York, as trustee (as supplemented or amended the "Indenture"), remain outstanding until the first anniversary of the Stated Maturity (as defined in the Indenture) of the Senior Subordinated Notes (the "Senior Subordinated Notes Period"), no event described in Section 4(a), 4(c)(i) or 4(c)(ii) above shall be deemed to be a voluntary or involuntary liquidation, winding up, a dissolution or other Liquidation Event entitling holders of the Senior Preferred to any amounts under Section 4(a) above, unless such event shall also constitute a "Change in Control" as defined in the Indenture. Furthermore, during the Senior Subordinated Notes Period, holders of the Senior Preferred shall not be entitled to any amounts under Section 4(a) above on account of an event described in Section 4(a), 4(c)(i) or 4(c)(ii) above occurring and such Sections shall not be operative, unless and until all covenants and other terms of the Senior Subordinated Notes and the Indenture have first been fully complied with, including without limitation, the making of a "Change of Control Offer" as defined in the Indenture and the purchase of any Senior Subordinated Notes tendered pursuant to such offer.

5. Optional Redemption. The Corporation may redeem the share of Senior Preferred outstanding at any time, upon a vote of the majority of the Board of Directors. Except as otherwise provided herein, the Corporation shall mail written notice of the redemption of the Senior Preferred to the record holder thereof not more than sixty (60) nor less than thirty (30) days prior to the date on which such redemption is to be made. The Corporation shall redeem the share of Senior Preferred in cash at a price per share equal to the sum of the Liquidation Value plus all accumulated and unpaid dividends thereon to the date of mailing of the redemption notice, whether or not declared.

6. Voting Rights. The holder of the share of Senior Preferred shall not be entitled or permitted to vote on any matter required or permitted to be voted upon by the stockholders of the Corporation, except as otherwise required under New Jersey law and as follows: (i) in connection with any proposal that the Corporation shall authorize or issue additional shares of Senior Preferred or additional classes or series of preferred stock; (ii) any changes to the rights of the Senior Preferred relating to voting, redemption, dividends, dissolution or the distribution of Corporation assets and any amendment to this Certificate of Designation; and (iii) in connection with such other subjects or matters that adversely affect the holder of Senior Preferred.

7. No Reissuance of Senior Preferred. Any share of Senior Preferred that has been redeemed or otherwise acquired by the Corporation shall be retired and canceled, shall resume the status of authorized and unissued shares of Preferred Stock and shall not be reissued, sold or transferred.

8. Business Day. If any payment or redemption shall be required by the terms hereof to be made on a day that is not a Business Day, such payment or redemption shall be made on the immediately succeeding Business Day.

ARTICLE II.

Definitions

As used in this Certificate of Designation, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and vice versa), unless the context otherwise requires:

"Affiliate" means, with respect to any specified Person, any other Person who or which, directly or indirectly, controls, is controlled by, or is under common control with, such specified Person. For the purposes of this definition, "control," when used with respect to any specified Person, means the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative of the foregoing.

"Business Day" means any day except a Saturday, a Sunday, or any day on which banking institutions in New York, New York are required or authorized by law or other governmental action to be closed.

"Capital Stock" means, with respect to any Person, any and all shares, interests, participations, rights in, or other equivalents (however designated and whether voting or non-voting) of, such Person's capital stock and any and all rights, warrants or options exchangeable for or convertible into such capital stock (but excluding any debt security that is exchangeable for or convertible into such capital stock).

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Liquidation Value" means, with respect to the share of Senior Preferred, $379,917,082.

"Person" means any individual, corporation, limited liability company, partnership, firm, joint venture, association, joint-stock company, trust, estate, unincorporated organization, governmental or regulatory body or other entity.

"Voting Stock" of any Person means shares of Capital Stock entitled (without regard to the occurrence of any contingency) to vote for the election of members of the board of directors or similar management body of such Person.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed by its duly authorized officer this 10th day of December, 2004.

INTERLINE BRANDS, INC.

By: ____________________
Name: Laurence W. Howard III
Title: VP General Counsel & Secretary

Doc #:NY6:753006.7

MRG

FILED
DEC 30 2005
STATE TREASURER

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): [X] Merger [ ] Consolidation
2. Name of Surviving Business Entity: Interline Brands, Inc. (A New Jersey Corporation)
3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Interline Brands, Inc.	New Jersey	0100077767
CCS Enterprises, Inc.	Delaware	

4. Date Merger/Consolidation adopted: 12/21/05
5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Interline Brands, Inc. Outstanding Shares 100

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Not applicable; see N.J. Stat. §14A:10-5.1 (2005).

Voting For ______________ Voting Against ______________; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ].

-b Corp. Name CCS Enterprises, Inc. Outstanding Shares 1,037,181

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Not applicable; see N.J. Stat. §14A:10-5.1 (2005).

Voting For ______________ Voting Against ______________; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ].

-c Corp. Name Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For ______________ Voting Against ______________; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ].

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

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Certificate of Merger/Consolidation
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7. Effective Date (see inst.): 12:01 a.m., New York City time, on December 31, 2005.

Signature	Name	Title	Date
	Laurence W. Howard	Vice President, General Counsel and Secretary, Interline Brands, Inc. (A New Jersey Corporation)	12/27/05
	Laurence W. Howard	Vice President and Assistant Secretary, CCS Enterprises, Inc. (A Delaware Corporation)	12/27/05

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 21, 2005, by and among Interline Brands, Inc., a New Jersey corporation ("Interline NJ"), and CCS Enterprises, Inc., a Delaware corporation and a wholly-owned subsidiary of Interline NJ ("CCS").

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. **Merger of CCS with and into Interline NJ**. At the Effective Time (as such term is defined in Section 7 hereof), CCS will merge with and into Interline NJ (the "Merger"), and the separate existence of CCS will cease. Interline NJ, which is sometimes hereinafter referred to as the "Surviving Company," will be the surviving company from and after the Effective Time (as hereinafter defined) of the Merger, and shall continue to exist as said Surviving Company pursuant to the provisions of the New Jersey Business Corporation Act. As a result of the Merger, all of the assets, properties and rights, and all of the debts, obligations and liens, of CCS shall be vested in the Surviving Company, and the effects of the Merger shall be as provided in the applicable state laws.

2. **Approval of Merger**. The Plan of Merger has been authorized and approved by resolutions of the Board of Directors of Interline NJ, adopted by written consent dated as of the date hereof, in accordance with applicable state laws.

3. **Certificate of Incorporation**. At the Effective Time, the Certificate of Incorporation of Interline NJ shall be the Certificate of Incorporation of the Surviving Company, until thereafter changed as provided therein and by applicable law.

4. **Directors and Officers**. The directors and officers of Interline NJ immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Company from and after the effective time of the Merger until their successors have been duly elected, appointed or qualified or until the earlier of their death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

5. **Bylaws.** At the Effective Time, the Bylaws of Interline NJ shall be the Bylaws of the Surviving Company, until thereafter amended as provided therein and by law.

6. **Shares**. At the Effective Time, and by virtue of the Merger, each then issued and outstanding share of the capital stock, and each share held in the treasury, of CCS shall be cancelled. No shares or other securities or other obligations of Interline NJ or any other entity shall be issued in consideration for the cancellation of the shares of CCS. Each issued and outstanding share of the capital stock of the Interline NJ shall remain issued and outstanding and shall not be affected by the Merger.

7. **Filing, Effective Time**. If this Plan of Merger has not been earlier terminated pursuant to Section 8 hereof, (i) the parties will cause to be executed and filed and recorded any document or documents prescribed by applicable state laws, including but not limited to the appropriate statutory merger filings; (ii) will cause to be performed all necessary acts within the States of New Jersey and Delaware and elsewhere to effectuate the Merger herein provided for; and (iii) this Plan of Merger shall become effective as of 12:01 a.m., New York City time, on December 31, 2005. The effective time referred to in this subsection (iii) is referred to herein as the "Effective Time." It is understood that the parties hereto intend that the Effective Time shall occur as of the date of this Plan of Merger or as soon thereafter as practicable.

8. **Termination**. This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of Interline NJ at any time prior to the Effective Time.

Signature Page Follows

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized parties as of the date first written above.

INTERLINE BRANDS, INC.

By: ________________________
Name: Laurence W. Howard
Title: Vice President, General Counsel and Secretary

CCS ENTERPRISES, INC.

By: ________________________
Name: Laurence W. Howard
Title: Vice President and Assistant Secretary

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New Jersey Division of Revenue

Certificate of Merger

Pursuant to NJSA 14A and NJSA 42:2B, this Certificate of Merger is being filed with the New Jersey Division of Revenue in connection with the merger of a limited liability subsidiary into its parent corporation.

1. Type of Filing (check one): ☒ Merger ☐ Consolidation

2. Name of Surviving Business Entity: Interline Brands, Inc.

3. Address of the Surviving Business Entity: 901 W. Bay Street, Jacksonville, Florida 32204.

4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Identification # Assigned by Treasurer (if applicable)	Name	Jurisdiction
0100077767	Interline Brands, Inc.	New Jersey
0600188465	AmSan, LLC	Delaware

5. Date Merger was adopted: December 23, 2008

6. Interline Brands, Inc., the parent corporation and sole member of AmSan, LLC, adopted the Agreement and Plan of Merger on December 23, 2008 by the unanimous written consent of the directors without a meeting. Pursuant to NJSA 14:10-3, no vote of the shareholders of Interline Brands, Inc. was required.

7. AmSan, LLC, the subsidiary, approved the Merger on December 23, 2008 in accordance with Delaware law. Under the Merger, AmSan, LLC, which is qualified to do business in New Jersey will be merged out of existence and no longer able to transact business in New Jersey.

8. Attached is a copy of the Agreement and Plan of Merger as approved by the directors of Interline Brands, Inc. and the sole Members and the Managers of AmSan, LLC.

9. Effective Date: This Certificate of Merger is executed as of this 23rd day of December, 2008, to be effective as of December 26, 2008.

INTERLINE BRANDS, INC.

By: ______________________

Name: Kenneth D. Sweder

Title: Executive Vice President and COO

AMSAN, LLC

By: ______________________

Name: Thomas J. Tossavainen

Title: Manager

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AGREEMENT AND PLAN OF MERGER

OF

AMSAN, LLC

(a Delaware limited liability company)

and

INTERLINE BRANDS, INC.

(a New Jersey corporation)

This AGREEMENT AND PLAN OF MERGER entered into this 23rd day of December, 2008, by AmSan, LLC, a limited liability company of the State of Delaware (the "**LLC**"), and approved by resolution adopted by its Managers on said date, and by Interline Brands, Inc. a business corporation of the State of New Jersey (the "**Corporation**"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, the LLC is a limited liability company of the State of Delaware with its principal office therein located at 801 W. Bay Street, Jacksonville, Florida 32204; and

WHEREAS, the LLC has authority to issue membership interests, all of which are of one class; and

WHEREAS, the Corporation is a business corporation of the State of New Jersey with its registered office therein located at 801 W. Bay Street, Jacksonville, Florida 32204; and

WHEREAS, the total number of shares of stock which the Corporation has authority to issue is One Hundred Million (100,000,000) shares of Common Stock and Twenty Million (20,000,000) shares of Preferred Stock; and

WHEREAS, the Delaware Limited Liability Company Act permits a merger of a limited liability company of the State of Delaware with and into a business corporation of the State of New Jersey; and

WHEREAS, the New Jersey Business Corporation Act permits the merger of a limited liability company of with and into a business corporation of the State of New Jersey; and

WHEREAS, the LLC and the Corporation and the respective Managers and Board of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said entities and their respective Members and Shareholders to merge the LLC with and into the Corporation pursuant to the provisions of the Limited Liability Company Act of the State of Delaware, and pursuant to the provisions of the Business Corporation Law of the State of New Jersey upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the LLC and approved by a resolution adopted by its Managers and being thereunto duly entered into by the Corporation and approved by a resolution adopted by its Board of Directors, this Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. The LLC and the Corporation shall, pursuant to the provisions of the Delaware Limited Liability Company Act and the provisions of the New Jersey Business Corporation Law, be merged with and into a single corporation, to wit, the Corporation, which shall be the Corporation from and after the effective time of the merger (and which is sometimes hereinafter referred to as the "**Corporation**"), and which shall continue to exist as said Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of New Jersey. The separate existence of the LLC (which is sometimes hereinafter referred to as the "**LLC**"), shall cease at said effective time in accordance with the provisions of the Delaware Limited Liability Company Act.

2. The name of the Corporation shall be Interline Brands, Inc.

3. The present bylaws of the Corporation will be the bylaws of said Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the North Carolina Business Corporation Law.

4. The directors and officers in office of the Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Corporation.

5. All membership interests of the LLC shall be terminated as of the effective date of the merger. The issued shares of the Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the LLC in accordance with the provisions of the Delaware Limited Liability Company Act and upon behalf of the Corporation in accordance with the provisions of the New Jersey Business Corporation Law, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of New Jersey and elsewhere to effectuate the merger herein provided for.

7. The Managers of the LLC and the Board of Directors and officers of the Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.