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**FILED**  
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 HERBBY 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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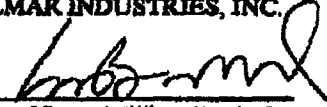
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SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of New Jersey govern such effective date, shall be the 27th day of December, 2000.

Signed on December 22 2000.

WILMAR INDUSTRIES, INC.

By: 

Name: William Sanford  
Title: Senior V.P. and CFO

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EXHIBIT A

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## 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.

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(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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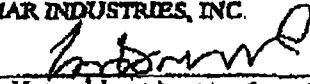
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Executed on December <sup>22</sup> 2000

WILMAR INDUSTRIES, INC.

By:



Name: WILLIAM SANFORD  
Title: SR. V.P. + CFO