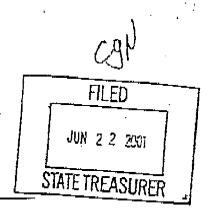
700322737

REEL: 003532 FRAME: 0722

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 I 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. <u>Designation</u>. 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 Sculor 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

Doct NY3: 963391.1

: 964805 1849989 1849990 0100077767

TRADEMARK REEL: 003532 FRAME: 0723

P.05

2

provisions of Sections 14A:6-7.1 and 14A5-6(2) of the Business Corporation Act of the State of New Jersey.

[Rest of page left intentionally blank]

Dock NYse server

TRADEMARK

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.

Name Addison