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MERGER OR SHARE EXCHANGE
HD SUPPLY FACILITIES MAINTENANCE, LTD.

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B. Tadlock JAN 29 2010

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CERTIFICATE OF MERGER
OF
UTILITY SUPPLY OF AMERICA, LLC,
a Florida limited liability company,
INTO
HD SUPPLY FACILITIES MAINTENANCE, LTD.,
a Florida limited partnership

10 JAN 29 PM 2:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The following Certificate of Merger is submitted to merge the entities in accordance with Sections 608.4382 and 620.2108 of the Florida Statutes.

FIRST: The exact name, entity type and jurisdiction of the merging party is as follows:

Name	Jurisdiction	Entity Type
Utility Supply of America, LLC	Florida L09-90289	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

Name	Jurisdiction	Entity Type
HD Supply Facilities Maintenance, Ltd.	Florida A04-1981	Limited Partnership

THIRD: The attached plan of merger was approved by Utility Supply of America, LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by HD Supply Facilities Maintenance, Ltd. in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

FIFTH: The effective date of the merger is February 1, 2010 at 11:59 P.M.

Executed on the 11th day of November, 2009.

UTILITY SUPPLY OF AMERICA, LLC,
a Florida limited liability company

By: HD Supply GP & Management, Inc.,
its Manager

By: ______________________
Ricardo Nunez
Vice President and Secretary

HD SUPPLY FACILITIES MAINTENANCE, LTD., a Florida limited partnership

By: HD Supply GP & Management, Inc.,
its General Partner

By: ______________________
James Aiken
Assistant Secretary

6017966_v4

PLAN OF MERGER

BETWEEN

UTILITY SUPPLY OF AMERICA, LLC,

a Florida limited liability company,

AND

HD SUPPLY FACILITIES MAINTENANCE, LTD.,

a Florida limited partnership

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's organization or formation:

FIRST: The exact name, entity type, and jurisdiction of the merging party (referred to hereinafter as the "Merging Party") is as follows:

Name	Jurisdiction	Type of Entity
Utility Supply of America, LLC	Florida	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") is as follows:

Name	Jurisdiction	Type of Entity
HD Supply Facilities Maintenance, Ltd.	Florida	Limited Partnership

THIRD: The terms and conditions of the merger are as follows:

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited partnership under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Entity shall cease at the effective date of the merger. The Certificate of Limited Partnership of the Surviving Party at the effective date of the merger shall be the Certificate of Limited Partnership of the Surviving Party. The Amended and Restated Agreement of Limited Partnership of the Surviving Party, as amended, shall continue to be the partnership agreement of the Surviving Party, as the surviving limited partnership, and will continue to be in full force and effect unless and until such agreement is mutually amended by all partners of the Surviving Party.

FOURTH: The manner and basis of converting the interests of the Merging Party into interests, shares, obligations or other securities of the Surviving Party are as follows:

The Surviving Party owns all of the membership interests in the Merging Party. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each membership interest of the Merging Party shall be cancelled automatically. Each general partnership interest and each limited partnership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will represent the outstanding partnership interests of the Surviving Party until such time as the Amended and Restated Agreement of Limited Partnership, as amended, is further amended to reflect the varying interests of the partners, as applicable.

FIFTH: The effective date of this merger shall be on February 1, 2010 at 11:59 P.M.

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