

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

FERGUSON ENTERPRISES, INC.

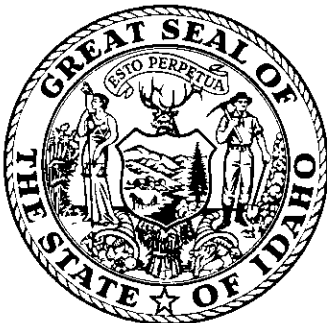
dba FERGUSON ENTERPRISES, INC. I

File Number C 150709

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 4 September 2003



Ben Yursa

SECRETARY OF STATE

By *Meryl DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 SEP -4 PM 12: 36

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Ferguson Enterprises, Inc.

2. The name which it shall use in Idaho is: FERGUSON ENTERPRISES, INC. I

3. It is incorporated under the laws of: Virginia

4. Its date of incorporation is: April 15, 1982

5. The address of its principal office is: c/o Legal Department

12500 Jefferson Avenue, Newport News, VA 23602-4314

6. The address to which correspondence should be addressed, if different from item 5, is:

P.O. Box 2778, Newport News, VA 23609-0778

1401 Shoreline Drive, Suite 2

7. The street address of its registered office in Idaho is: Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See attached officers/directors rider

Dated: July 22, 2003

Signature:

Typed Name: Terry E. Hall

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
09/04/2003 05:00
CK: 188259 CT: 74104 BH: 699936
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C150709

Ferguson Enterprises, Inc.

Charles A. Banks Chairman	Director	12500 Jefferson Avenue, Newport News, VA 23602
Claude A.S. Hornsby, III President	Director	12500 Jefferson Avenue, Newport News, VA 23602
Stewart P. Mitchell Chief Financial Officer & Asst. Secretary	Director	12500 Jefferson Avenue, Newport News, VA 23602
John H. Garrett Sr. Vice President - Logistics/ HVAC	Director	12500 Jefferson Avenue, Newport News, VA 23602
Michael L. Grunkemeyer Sr. Vice President - Business Development/PVF	Director	12500 Jefferson Avenue, Newport News, VA 23602
Larry J. Stoddard Sr. Vice President - Branch Operations	Director	12500 Jefferson Avenue, Newport News, VA 23602
Douglas P. Strup Sr. Vice President - Branch Operations	Director	2875 Towerview Road, Suite A, Herndon, VA 22071-3291
James T. Feltman Vice President - Regional Manager		12805 Highway 55, Suite 400, Plymouth, MN 55441
Thomas G. Adams Vice President - Regional Manager	Director	2638 W. Eules Blvd., Eules, TX 76040
John R. English Vice President - Regional Manager	Director	11860 Mosteller Road, Cincinnati, OH 45241-1569
Steven F. Grosslight Vice President - Regional Manager	Director	2750 South Towne Avenue, Pomona, CA 91766
John A. Posey Vice President - Regional Manager		11730 Baltimore Avenue, Beltsville, MD 20705
Larry K. Burback Vice President - Regional Manager		2250 N. Columbia Blvd., Portland, OR 97217
Larry B. Turpin Vice President - Regional Manager		2250 N. Columbia Blvd., Portland, OR 97217
Frank W. Roach Vice President - Regional Manager	Director	12500 Jefferson Avenue, Newport News, VA 23602
John E.C. Culbert Vice President - Credit Management		12500 Jefferson Avenue, Newport News, VA 23602
Neil I. Rogers Vice President - Facilities		12500 Jefferson Avenue, Newport News, VA 23602
Steven M. Roznowski Vice President - Human Resources		12500 Jefferson Avenue, Newport News, VA 23602
William S. Hargette Vice President - Sourcing	Director	12500 Jefferson Avenue, Newport News, VA 23602
Lonnie A. Byrd Vice President - Sourcing		12500 Jefferson Avenue, Newport News, VA 23602
Terry E. Hall Secretary & General Counsel		12500 Jefferson Avenue, Newport News, VA 23602
David N. Meeker Asst. Secretary & Asst. General Counsel		12500 Jefferson Avenue, Newport News, VA 23602
Braden L. Miller Corporate Controller		12500 Jefferson Avenue, Newport News, VA 23602
Joseph R. Witt Treasurer		12500 Jefferson Avenue, Newport News, VA 23602
Russell S. Evans Asst. Treasurer		12500 Jefferson Avenue, Newport News, VA 23602

Commonwealth of Virginia



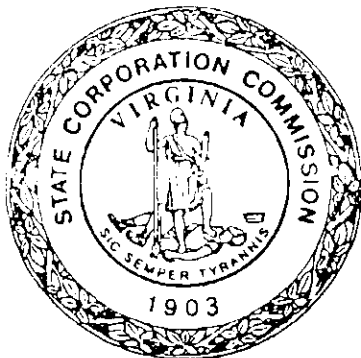
State Corporation Commission

I Certify the Following from the Records of the Commission:

Ferguson Enterprises, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is April 15, 1982.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 28, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

SECRETARY'S CERTIFICATE

Board of Directors Resolution

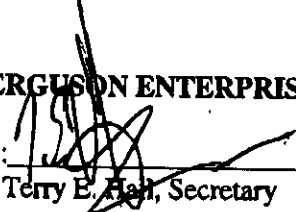
I, Terry E. Hall, hereby certify that I am the Secretary of Ferguson Enterprises, Inc., a corporation duly organized and existing under the laws of Virginia ("Corporation"), and further, that the Resolution reproduced below was duly and regularly adopted and will be shown of record in the minutes of the Corporation.

I further certify that the following Resolution is not contrary to any provision in the Corporation's Articles of Incorporation or By-Laws and that I am duly authorized to make this Certificate on behalf of the Corporation.

RESOLVED, that the Corporation is hereby authorized to trade under the name "Ferguson Enterprises, Inc. I" in the State of Idaho, as the Corporation's legal name is not available in such jurisdiction.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of the Corporation on this 6th day of August, 2003.

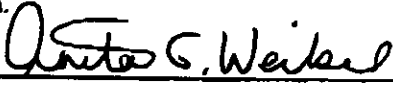
FERGUSON ENTERPRISES, INC.

By: 
Terry E. Hall, Secretary



**THE STATE OF VIRGINIA
CITY OF NEWPORT NEWS**

This instrument was acknowledged before me on this 6th day of August, 2003 by Terry E. Hall, as Secretary of Ferguson Enterprises, Inc., on behalf of said corporation.


Anita G. Weikel, Notary Public, State of Virginia
My commission expires: September 30, 2005

