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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-52 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Amendment to Certificate of Registration:

1. The name of the limited partnership is:
Hughes Water & Sewer, Ltd.

2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on 12/24/04, authorizing it to transact business in Rhode Island under the name of Hughes Water & Sewer, Limited Partnership

3. The Application for Certificate of Registration is amended as follows:

[Insert amendment]

Name. The name of the limited partnership is as follows: HD Supply Waterworks Ltd *

* The limited partnership may be known in Rhode Island as HD Supply Waterworks, Limited Partnership

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By [Signature]

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Amendment to Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 16, 2006

HD Supply Waterworks, Ltd. By: HD Supply GP & Management, Inc.

Print Exact Name of Limited Partnership Making Application

By  (2)
General Partner

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amendment to the Certificate of Limited Partnership, filed on October 25, 2006, for HUGHES WATER & SEWER, LTD. changing its name to HD SUPPLY WATERWORKS, LTD., a limited partnership organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this limited partnership is A04000001840.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of November, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
HUGHES WATER & SEWER, LTD.**

Pursuant to the provisions of section 620.1202, Florida Statutes, HUGHES WATER & SEWER, LTD., a Florida limited partnership, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: The name of the limited partnership is HUGHES WATER & SEWER, LTD.

SECOND: The limited partnership's Certificate of Limited Partnership was filed with the Florida Department of State on November 22, 2004.

THIRD: Section 1 of the Certificate of Limited Partnership of the limited partnership is hereby amended in its entirety to read as follows:

1. Name. The name of the limited partnership is as follows:

HD Supply Waterworks, Ltd.

FOURTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

The undersigned general partner of the limited partnership hereby executes this Certificate of Amendment to the Certificate of Limited Partnership this 24th day of October, 2006.

GENERAL PARTNER:

HUGHES GP & MANAGEMENT, INC.,
a Delaware corporation

By: 
David Bearman, Vice President

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