

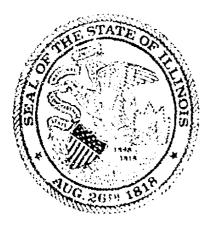
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF WESCO DISTRIBUTION, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a city of the Application of the aforesaid corporation.

In Costimony Whereof, I hereto set my hand and cause to

ke affixed the Great Seal of the State of Illinois.



at the City of Springfi	ield, this 23RD
day of MARCH	A.G. 19 94 and
of the Independence of	A.G. 19 <u>98</u> and Cthe United States JJ-
	18TH

George H Regan

Property of Cook County Clerk's Office

Form 8 CA-13.40

(Rev. Jan. 1991)

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

FIRE 5764-466-4

George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961

Remit-payment in check or money order, payable to "Secretary of State."

FILED

MAR 23 1994

.... GEORGE H. RYAN -SECRETARY OF STATE SUBMIT IN DUPLICATE

This space for use by Secretary of State
Date 3 - 23. (94)

Filing Fee \$ 25.00

Approved: Apply A

-			1			1	6.000	<u> </u>
1,	(a)	COFPCRAT	E NAME: CDW	Acquisitio	on Corporat	ion	ATTE	
	(p)	and, if ct and	o ol name, NEW (CORPORATE NA	ME: WESCO D	istribution	, Inc.	
2.	(a)	State or Cou	ntry of incorporation	on: <u>Delawar</u>	·e			
	(b)	Date of incor	poration:	August	17, 1993			tra e
	(c)	Period of Dur	ration:	Perpetu	al	·		
3.	{a}	Address of pr	rincipal office, whe	rever located:	(b) Addres	s of principal office	e in Illinois:	
110	is On	e Riverf	ront Center	gm&th ortoine	edito snot has	en gjærnder greg fo	មេន (ក្រុងក្នុង	enti V
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4.			s of registered age The "Co:				ina 1981yana	On:
-8.4	<u>ซามร์,</u>	Maa Mes [*] 2	Description First Name	Deser des rottes	Middle Inibal		Lastnam	8
	Regis	stered Office:	c/o CT COR	PORATION SY	STEM, 208	S. LaSalle	St. Sume #	
ere na			LimiChicago	, is 125 (Cook	Sc	eta la
	•		Cay	, 12	Zip Code		County	
5.	State	s and countrie	es in which corpor	ation is admitted	or qualified to tran	isact business:	0	
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6.	Names and residential addresses of officers and directors:							
			Name	Numi	oer & Street	City	State	Zip Code
	Pres	dent 8	see attached	d rider				
	Secre					·		
	Direc	tor				·	· · · · · · · · · · · · · · · · · · ·	
	Direc							N444
	Direc	tor						

If more than three, attach list.

SECRETARY OF STATE

7. Purpose or purposes proposed to be pursued in transacting dustness in this State.
(If not sufficient space to cover this point, add one or more sheets of this size.).

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under the Illinois Business Corporation Act.

	Authorized and iss	word charact				
8.	Authorized and iss	iued snares.		Number of Shares	Number of Shares	
	Class	Series	Par Value	Authorized	Issued	
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	Common Novok			<u></u>		
		<u></u>	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>			
		<u>C</u>				
_	Paid-in Capital:	1000				
9.	Paid-in Capital.					
	("Paid-in Cap	stal" replaces the reins	"Stated Capital" and "Paid-in	Surplus" and is equal to the total	of these accounts.)	
	, ,					
_		1. 4 6.		at Amendment to the Art	inles of Incorporation	
10.	This application i	s accompanied by	y a copy of the Articles	of Amendment to the Art	icles of incorporation,	
10.	if any, as evident	ce of any change	of name, duration or	purpose reported herein,	such copy being duly	
10.	if any, as evident authenticated by	ce of any change the proper officer	of name, duration or	purpose reported herein, wherein the corporation i	such copy being duly sincorporated, which	
10.	if any, as evident authenticated by cartification is no	ce of any change the proper officer of more than nine	of name, duration or of the state or country ty (90) days old. The f	purpose reported herein, wherein the corporation i iling fee for the certified o	such copy being duly s incorporated, which copy of the Articles of	
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RIDER FOR QUESTION #5

ALABAMA

ALASKA

ARIZONA

ARKANSAS

CALIFORNIA

COLORADO

CONNECTICUT

DISTRICT OF COLUMBIA

FLORIDA

GEOP SIA

HAWAII

IDAHO

INDIANA

IOWA

KANSAS

KENTUCKY

MAINE

MARYLAND

MASSACHUSETTS

MICHIGAN

MINNESOTA

MISSISSIPPI

MISSOURI

MONTANA

NEBRASKA

NEVADA

NEW HAMPSHIRE

NEW JERSEY

NEW MEXICO

NEW YORK

Ox Coot County Clark's Office NORTH CAROLINA

NORTH DAKOTA

CHIO

OKLAHOMA

OREGON

PENNSYLVANIA

RHCDE ISLAND

SOUTH CAROLINA

TENNESSEE

TEXAS

UTAH

VERMONT

VIRGINIA

WASHINGTON

WISCONSIN

WYOMING

Property of Cook County Clerk's Office

LIST OF OFFICERS AND DIRECTORS

Officers

Name	Title	Address
Roy W. Haley	President	592 Shadow Way Court, Houston, TX 77024
Richard J. Marshuetz	Vice President and Chief Financial Officer	74 Brevoort Road, Chappaqua, NY 15014
Mark Keough	Vice President	176 Goldhurst Terrace, London, NW63HN, United Kingdom
William A. Barbe	Vice Fresident and Secretary	323 W. 84th Street, New York, NY 10024
Alberto Cribiore	Vice President and Treasurer	1050 Fifth Avenue, New York, NY 10028
Michael J. Dubilier	Vice President	64 W. 21st Street, New York, NY 10010
Alexander F. Brigham	Vice President and Assistant Secretary	27 N. 72nd Street, New York, NY 10023

Directors

Name

Donald J. Gogel

William A. Barbe

Alberto Cribiore

Address

42 Masterton Road, Fronxville, NY 10708

323 W. 84th Street, New York, NY 10024

1050 Fifth Avenue, New York, NY 10028

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