

# CERTIFICATE OF INCORPORATION

OF

## MSC INDUSTRIAL DIRECT CO., INC.

Under Section 402 of the Business Corporation Law

**THE UNDERSIGNED**, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law of the State of New York, does hereby certify as follows:

**FIRST:** The name of the corporation is MSC Industrial Direct Co., Inc. (hereinafter called the “Corporation”).

**SECOND:** The Corporation is formed for the following purposes:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

**THIRD:** The office of the Corporation shall be located in the County of Nassau, State of New York.

**FOURTH:** A. Authorized Shares. The total number of shares of all classes which the Corporation shall have authority to issue is 155,000,000, consisting of (i) 100,000,000 shares of Class A Common Stock, par value \$0.001 per share (hereinafter referred to as the “Class A Common Stock”), (ii) 50,000,000 shares of Class B Common Stock, par value \$0.001 per share (hereinafter referred to as the “Class B Common Stock”; the Class A Common Stock and the Class B Common Stock being hereinafter collectively referred to as the “Common Stock”), and (iii) 5,000,000 shares of Preferred Stock, par value \$0.001 per share (hereinafter referred to as the “Preferred Stock”).

B. Preferred Stock. The Board of Directors of the Corporation is authorized, subject to the limitations prescribed by law and subject to the limitations prescribed in this part B, to provide for the issuance of the Preferred Stock in series, to establish the number of shares to be included in each series and to fix the designation and the relative rights, preferences and limitations of the Preferred Stock of each series. The authority of the Board of Directors with respect to each series shall include, but shall not be limited to, determination of the following:

(i) The number of shares of Preferred Stock constituting that series and the distinctive designation of that series.

(ii) The dividend rate on the Preferred Stock of that series and whether dividends shall be cumulative and, if so, from which date or dates.

(iii) Whether the Preferred Stock of that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights.

(iv) Whether the Preferred Stock of that series shall have conversion privileges and, if so, the terms and conditions of such conversion, including, without limiting the generality thereof, provisions for adjustment of the conversion rate in such events as the Board of Directors shall determine.

(v) Whether the Preferred Stock of that series shall be redeemable and, if so, the terms and conditions of such redemption, including, without limiting the generality thereof, the date or dates upon or after which such Preferred Stock shall be redeemable and the amount per share payable in the event of redemption, which amount may vary under different conditions and at different redemption dates.

(vi) The rights of the Preferred Stock of that series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation; provided, however, that such Preferred Stock shall be entitled to be paid, or have set apart for payment, not less than \$0.001 per share before the shares of any other class shall be entitled to be paid, or have set apart for payment, any amount.

C. Common Stock. The relative rights, preferences and limitations of each class of Common Stock are as follows:

I. Voting. Subject to the limitations provided by law and subject to any voting rights applicable to shares of the Preferred Stock, the Class A Common Stock and the Class B Common Stock shall have the sole right and power to vote on all matters on which a vote of shareholders is to be taken. In all matters, with respect to actions both by vote and by consent, each holder of shares of the Class A Common Stock shall be entitled to cast one vote in person or by proxy for each share of Class A Common Stock standing in such holder's name on the transfer books of the Corporation; and each holder of shares of the Class B Common Stock shall be entitled to cast ten votes in person or by proxy for each share of Class B Common Stock standing in such holder's name on the transfer books of the Corporation. Except as otherwise provided above and subject to the limitations provided by law and subject to any voting rights applicable to shares of the Preferred Stock, the holders of shares of the Class A Common Stock and Class B Common Stock shall vote together as a single class, together with the holders of any shares of the Preferred Stock which are entitled to vote, and not as a separate class; provided, however, that, in addition to the vote required by law, the affirmative vote or consent of the holders of at least a majority of the outstanding shares of Class A Common Stock, voting separately as a class, shall be required for any amendment, alteration, change or repeal of any of the provisions of division III of this part C.

II. Dividends. Subject to any preferential rights applicable to shares of the Preferred Stock, the holders of shares of the Class A Common Stock and the Class B Common Stock shall be entitled to receive equally, on a per share basis, such dividends and other distributions, whether in cash, stock or property, as may be declared on the Common Stock by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

III. Conversion.

(A) Class A Common Stock. The holders of shares of the Class A Common Stock shall not have the right to convert their shares of Class A Common Stock into any other securities.

(B) Class B Common Stock. The holders of shares of the Class B Common Stock at their election shall have the right, at any time or from time to time, to convert any or all of their shares of Class B Common Stock into shares of Class A Common Stock, on a one to one basis, by delivery to the Corporation of the certificates representing such shares of Class B Common Stock duly endorsed for such conversion. Any shares of the Class B Common Stock at any time transferred to a person other than a Permitted Transferee (as defined below) will automatically convert into shares of the Class A Common Stock, on a one to one basis effective as of the date on which certificates representing such shares are presented for transfer on the books of the Corporation.

(C) A “Permitted Transferee” shall mean:

(i) With respect to a holder of shares of the Class B Common Stock who is a natural person: (A) the spouse of such holder; (B) any linear descendant of a parent or grandparent of either such holder or such holder’s spouse; (C) a trust established principally for the benefit of such holder or one or more Permitted Transferees of such holder; or (D) the executor, administrator or personal representative of the estate of such holder.

(ii) With the respect to a holder of shares of the Class B Common Stock holding such shares as trustee, (A) any person transferring such shares to such trust and (B) any Permitted Transferees of such transferors.

For purposes of this subdivision (C), (1) the relationship of any person that is derived by or through legal adoption shall be considered a natural one; (2) each joint owner of shares of Class B Common Stock shall be considered a holder of such shares; (3) a minor for whom shares of Class B Common Stock are held pursuant to the Uniform Gifts to Minors Act or similar law shall be considered a holder of such shares; and (4) unless otherwise specified, the term “person” shall mean both natural persons and legal entities. The Corporation may, in connection with preparing a list of shareholders entitled to vote at any meeting of shareholders, or as a condition to the transfer or the registration of shares of Class B Common Stock on the Corporation’s books, require the furnishing of such affidavits or other proof as it deems necessary to establish that any

person is the beneficial owner of shares of Class B Common Stock or is a Permitted Transferee.

IV. Liquidation. Upon the liquidation, dissolution or winding up of the Corporation, the holders of the shares of Class A Common Stock and the Class B Common Stock shall be entitled to receive equally, on a per share basis, the net assets of the Corporation remaining after the payment of all creditors of the Corporation and any preferential distribution to holders of the shares of the Preferred Stock.

**FIFTH:** The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is 151 Sunnyside Boulevard, Plainview, New York 11803-1592.

**SIXTH:** No holder of any shares of any class shall have any preemptive right to purchase any other shares or securities of any class which may at any time be sold or offered for sale by the Corporation.

**SEVENTH:** No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that nothing contained in this Article SEVENTH shall eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719, or its successor, of the New York Business Corporation Law.

**EIGHTH:** The Corporation shall indemnify any person to the fullest extent permitted by the New York Business Corporation Law, as amended from time to time, for all amounts (including, without limitation, judgments, fines, settlement payments, expenses and attorney's fees) incurred or paid in connection with any action, suit, investigation or proceeding arising out of or relating to the performance of services by such person for, or acting as a director, officer or employee of, the Corporation or any other person or enterprise at the Corporation's request, and shall to the fullest extent permitted by the New York Business Corporation Law, as amended from time to time, advance all expenses incurred or paid by such person in connection with, and until disposition of any action, suit, investigation or proceeding arising out of or relating to the performance of services by such person for, or acting as director, officer or employee of, the Corporation or any other person or enterprise at the Corporation's request.

**IN WITNESS WHEREOF**, the undersigned has made, signed and affirmed as true this Certificate of Incorporation under penalty of perjury this 20<sup>th</sup> day of October, 1995.

/s/ Robert W. Russell

Robert W. Russell

Rosenman & Colin LLP

575 Madison Avenue

New York, New York 10022