

State of Idaho

Office of the Secretary of State

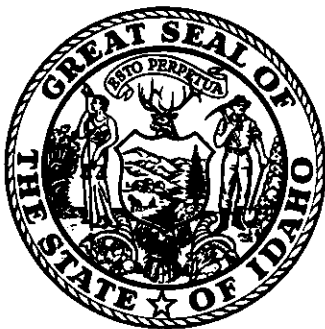
**CERTIFICATE OF AUTHORITY
OF
XYLEM WATER SYSTEMS USA, LLC**

File Number W 124551

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 Uniform Limited Liability 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: April 24, 2013



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 APR 24 PM 1:56

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Xylem Water Systems USA, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

1133 Westchester Avenue

Street Address

White Plains, NY 10604

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1209 Orange Street

Street Address

Wilmington, DE

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Xylem Delaware

1133 Westchester Avenue, White Plains, NY 10604

8. The mailing address for future correspondence:

1133 Westchester Avenue, White Plains, NY 10604

9. Signature of a manager, member or authorized person.

Signature

Keith Richey

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
04/24/2013 05:00
CK: NONE CT: 270665 BH: 1370999
1 @ 100.00 = 100.00 REGFORLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XYLEM WATER SYSTEMS U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0381584

DATE: 04-24-13