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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: _____

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FOREIGN PROFIT/NONPROFIT CORPORATION
XYLEM INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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J. Starn SEP 20 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: XYLEM INC.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maria Tzortzatos, Assistant Treasurer

Name of Person

XYLEM INC.

Firm/Company

1133 Westchester Avenue

Address

White Plains, NY 10604

City/State and Zip code

maria.tzortzatos@it.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Tzortzatos

at (914)

641-2133

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. XYLEM INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Indiana

(State or country under the law of which it is incorporated)

3. 45-2080495

(FEI number, if applicable)

4. May 4, 2011

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1133 Westchester Avenue, White Plains, NY 10604

(Principal office address)

1133 Westchester Avenue, White Plains, NY 10604

(Current mailing address)

8. Water products and services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By:

(Registered agent's signature)

Sohan R. Dindyal Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

DEPARTMENT OF STATE

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Schedule attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Schedule Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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Maria Tzortzatos

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14 Maria Tzortzatos, Assistant Treasurer

(Typed or printed name and capacity of person signing application)

XYLEM INC.

OFFICERS

TITLE	NAME	ADDRESS
Chairman/President/Chief Executive Officer	Gretchen McClain	1133 Westchester Avenue, White Plains, NY 10604
Senior Vice President/Chief Financial Officer	Michael Spolzen	1133 Westchester Avenue, White Plains, NY 10604
Senior Vice President/Treasurer	Samir Patel	1133 Westchester Avenue, White Plains, NY 10604
Vice President	Colin R. Sabol	1133 Westchester Avenue, White Plains, NY 10604
Vice President/General Counsel/Corporate Secretary	Frank R. Jimenez	1133 Westchester Avenue, White Plains, NY 10604
Assistant Secretary	Elena Cantelo	1133 Westchester Avenue, White Plains, NY 10604
Assistant Secretary	Daniel S. Kelly	1133 Westchester Avenue, White Plains, NY 10604
Assistant Treasurer	María Tzortzatos	1133 Westchester Avenue, White Plains, NY 10604
Assistant Treasurer	Vincent Carey	1133 Westchester Avenue, White Plains, NY 10604

DIRECTORS

NAME	ADDRESS
Gretchen McClain	1133 Westchester Avenue, White Plains, NY 10604
Frank R. Jimenez	1133 Westchester Avenue, White Plains, NY 10604
ArisiChiles	1133 Westchester Avenue, White Plains, NY 10604

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CLERK OF COURT
TALMADGE COUNTY, OHIO

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

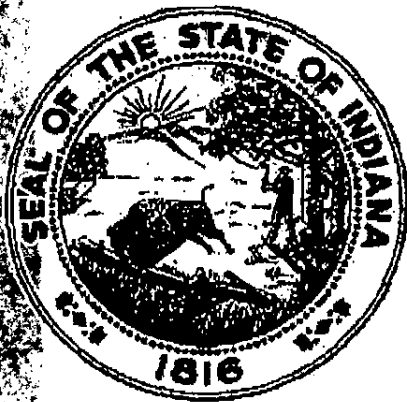
I, Charles P. White, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

XYLEM INC.

duly filed the requisite documents to commence business activities under the laws of State of Indiana on May 04, 2011, and was in existence or authorized to transact business in the State of Indiana on September 06, 2011.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Sixth Day of September, 2011.

Charles P. White

Charles P. White, Secretary of State

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SECRETARY OF STATE
INDIANAPOLIS, IN

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