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Division of Corporations

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

HD Supply Waterworks, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$86.25

105.00

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TALLAHASSEE, FLORIDA

Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HD SUPPLY WATERWORKS, LTD.	Florida	limited partnership
CD&R Waterworks Merger Sub, LLC	Delaware	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HD SUPPLY WATERWORKS, LTD.	Florida	limited partnership

THIRD: The date the merger is effective under the governing laws of the surviving party is: August 1, 2017.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:	N/A	
Mailing address:		

SIXTH: Other provisions, if any, relating to the merger:

Pursuant to the provisions of Sections 620.1202(2)(a) and 620.2108(2)(d), Florida Statutes, HD Supply Waterworks, Ltd., whose certificate was filed with the Florida Department of State on November 22, 2004, and amended on October 25, 2006 and September 30, 2009, adopts the following amendment to its certificate of limited partnership:

Section 4 of the Certificate of Limited Partnership of the limited partnership is hereby amended in its entirety to read as follows:

4. General Partner. The name and business address of the general partner of the limited partnership are as follows:

CD&R Plumb Buyer, LLC
c/o Clayton, Dubilier & Rice, LLC
375 Park Avenue, 18th Floor
New York, NY 10152

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HD Supply Waterworks, Ltd.	By: HD Supply GP & Management, Inc., Withdrawing General Partner	Evan Levitt
HD Supply Waterworks, Ltd.	By: CD&R Pump Buyer, LLC, New General Partner	Theresa Gore
CD&R Waterworks Merger Sub, LLC	By: CD&R Pump Buyer, LLC, its Managing Member	Theresa Gore

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)