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MERGER OR SHARE EXCHANGE  
CULLIGAN INTERNATIONAL COMPANY

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*Merger*  
8/19/13  
DC





**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Culligan International Company</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Culligan of Florida, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the issued and outstanding shares of Culligan of Florida, Inc., the subsidiary corporation, are owned by Culligan International Company, the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said Culligan of Florida, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of Culligan of Florida, Inc., the merged corporation, shall be surrendered for cancellation to Culligan International Company, the parent corporation surviving the merger.

*(Attach additional sheets if necessary)*

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**If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:  
N/A**

**If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.**

**Other provisions relating to the merger are as follows:  
N/A**