

C-102A Rev 12/93

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STATE TREASURER

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation

- The name of the corporation is:
Godwin Pumps of America, Inc. 0100029035
- The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 16th day of December, 2011

Resolved, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is Xylem Dewatering Solutions, Inc.

- The number of shares outstanding at the time of the adoption of the amendment was: 353
The total number of shares entitled to vote thereon was: 353
If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

- The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
353 (by unanimous written consent by sole shareholder in lieu of meeting in accordance with Section 14A:5-6 of NJ Statutes)	0 (not applicable)

- If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

- Other provisions: (Omit if not applicable).

BY:

Michel Bakhos
(Signature)
Michel Bakhos, President

Dated this 20 day of December, 2011

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation

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