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Tallahassee, FL 32301
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Corporation(s) Name

Prestige Brands International, Inc

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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Thank You!

3/21/00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Prestige Brands International, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," 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:

Mr. Theodore J. Host
(Name of Person)

Prestige Brands International, Inc.
(Firm/Company)

26811 South Bay Drive, Suite 300
(Address)

Bonita Springs, Florida 34134
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ms. Donna A. Andrews at (804) 788-7321
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: See attached list.

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Theodore J. Host, Chief Executive Officer, President and Secretary
(Typed or printed name and capacity of person signing application)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Theodore J. Host

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

Director: Charles Ayres

Address: 130 Liberty Street, 25th Floor, New York, NY 10006

Director: Edward Dardani

Address: 130 Liberty Street, 25th Floor, New York, NY 10006

Director: Mark Gordon

Address: 4 Hillaire Lane, Richmond, VA 23229

Director: Derek Jones

Address: 17 State Street, New York, NY 10004

Director: David H. P. King

Address: Carnegie Hall Towers, 152 West 57th Street, 25th Floor, New York, NY 10019

Director: R. Timothy O'Donnell

Address: One James Center, Suite 1600, Richmond, VA 23219

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Theodore J. Host

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

Vice President: Elise Donahue

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

Vice President: Alex Terranova

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

Secretary: Theodore J. Host

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

Treasurer: Theodore J. Host

Address: 26811 South Bay Drive, Suite 300, Bonita Springs, FL 34134

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Commonwealth of Virginia



State Corporation Commission

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I Certify the Following from the Records of the Commission:

Prestige Brands International, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 29, 1999.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 1, 2000*

Joel H. Peck

Joel H. Peck, Clerk of the Commission